



## **M. B. PARIKH FINSTOCKS LIMITED**

### **M. B. PARIKH FINSTOCKS LIMITED**

(CIN: L65910GJ1994PLC021759)

#### **BOARD OF DIRECTORS**

<b>Mr. Mahesh Bhogilal Parikh (DIN 00212486)</b>	Chairman & Managing Director
<b>Mrs. Sudha Piyush Kapadia (DIN 00013846)</b>	Designated Director
<b>Mr. Lalit Pravin Dalal (DIN 00013914)</b>	Independent/Professional Director
<b>Mr. Govinddas Ramkishan Rath (DIN 00288705)</b>	Independent/Professional Director
<b>Mr. Jitendra Mahabirprasad Sharma (DIN 02640342)</b>	Independent/Professional Director
<b>Mrs. Monalisa Digant Parikh (DIN 00294485)</b>	Non-Designated Director (w.e.f. 22.05.15)

**Statutory & Tax Auditors**  
**Internal Compliances Auditors**

B.R. Pancholi & Co.  
M/s Mehta Sanghvi & Associates

#### **LEGAL ADVISORS/ ADVOCATES**

<b>Mr. Anandvardhan Yagnik</b>	Ahmedabad
<b>Mr. Milan Bhatt</b>	Ahmedabad
<b>Mr. Jagdish Choksi</b>	Vadodara
<b>Mr. Rohit Shetty</b>	Mumbai

#### **COMPANY LAW CONSULTANT**

M/s Sanjay Dholakia & Associates

#### **LEADERSHIP TEAM**

<b>Mr. Imtiyazul Hasan</b>	<b>Chief Operating Officer &amp; Compliance Officer</b>
<b>Mr. Santosh Patole</b>	<b>Chief Financial Officer</b>

#### **REGISTERED OFFICE:**

705, Galav Chambers,  
Sayajigunj,  
Vadodara – 390 005.  
Tel. : (0265) 2362 909  
Website: www.mbpfin.com

#### **CORPORATE OFFICE**

209/210, Heena Arcade,  
S.V. Road, Jogeshwari (W),  
Mumbai – 400 102.  
Tel. : 2679 0434 / Fax: 2679 0463  
Email : mbpfin@vsnl.com

#### **REGISTRAR AND TRANSFER AGENTS:**

Link Intime India Pvt. Ltd.  
C/13, Panna Lal Silk Mills Comp., L. B. S. Marg, Bhandup(W),  
Mumbai -400 078. Tel.No.: 022-25963838 Fax No. : 022-25946969  
E-mail : sujata.poojary@linkintime.co.in  
Contact: Ms. Sujata Poojary



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## NOTICE

NOTICE is hereby given that the 21<sup>st</sup> ANNUAL GENERAL MEETING of the Shareholders of **M B PARIKH FINSTOCKS LIMITED** (CIN:L65910GJ1994PLC021759) will be held on Saturday, 22<sup>nd</sup> August 2015 at 12.30 P.M. at the Registered office of the company at 705, Galav Chambers, Sayajigunj, Vadodara – 390 005 to transact the following business:

### **ORDINARY BUSINESS**

- 1) To receive, consider, and adopt the Audited Financial Statements as at 31<sup>st</sup> March 2015 and the Report of the Directors and the Auditors of the Company.
- 2) To appoint a Director in place of Mr. Mahesh Bhogilal Parikh (DIN 00212486), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139(1) of the Companies Act, 2013, M/s. B.R. Pancholi & Co., Chartered Accountants, Vadodara (Firm Rgn. No. 107285W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company for the year ended 31st March 2016 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.”

### **SPECIAL BUSINESS**

- 4) To pass the following resolution as an Ordinary Resolution.

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and 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, Mrs. Monalisa Digant Parikh (DIN: 00294485), who was appointed on 22nd May, 2015 as an Additional Director 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 her candidature for the office of Director, be and is hereby appointed as Director of the Company .

- 5) To pass the following resolution as Special Resolution.

**RESOLVED THAT** as recommended by the Nomination and Remuneration Committee and Board



of Directors in their respective meetings convened on 8th November 2014 and pursuant to the provision of Section 198 and other applicable provisions, if any, of the companies Act, 2013 including Schedule II Part II of Schedule V of the said Act as amended up-to-date, the consent and approval be and is hereby accorded in connection with the re-appointment and payment of remuneration to Shri Mahesh Parikh as Managing Director of the Company for a period of 3 years w.e.f. 01.11.2014 at a remuneration not exceeding Rs.100000/- p.m. (including perquisites) and on the terms and conditions set out in draft Letter of appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Shri Mahesh Parikh shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed thereunder and the terms of the aforesaid Letter between the Company and Shri Mahesh Parikh shall be suitably modified to give effect to such variation or increase as the case may be.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Shri Mahesh Parikh's office as Managing Director, the remuneration set out in the aforesaid draft Letter of appointment be paid or granted to Shri Mahesh Parikh's office as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

BY ORDER OF THE BOARD OF DIRECTORS  
For **M B PARIKH FINSTOCKS LIMITED**

**Mahesh Bhogilal Parikh**  
**Managing Director**  
**(DIN 00212486)**

Date: 22<sup>nd</sup> May 2015      Place : Mumbai

**Regd Office:**

705, Galav Chambers, Sayajigunj,

Vadodara – 390 005

CIN: L65910GJ1994PLC021759



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956), relating to Special Business is annexed hereto.
3. The Register of member and the Share Transfer Books of the Company will remain closed from Monday, 17th August 2015 to Saturday, 22nd August, 2015 (both days inclusive).
4. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. Electronic copy of the 21st Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
  - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2015, so as to enable the Company to keep the information ready.
  - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
  - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.



- iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- v. Approach the R&TA of the Company for consolidation of folios.
- vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
- vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, Link Intime India Pvt. Ltd., C/13, Panna Lal Silk Mills Comp., L. B. S. Marg, Bhandup(W), Mumbai -400 078 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Company has listed its shares on the Bombay Stock Exchange Limited. The listing fees till date have been paid.
9. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
10. In terms of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.

**Procedure for e-Voting through electronic means**

1. For Members receiving e-mail on their registered email ids from NSDL:
  - a. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
  - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
  - c. Click on “Shareholder - Login”.
  - d. Put User ID and password as initial password noted in step (1) above and Click Login.
  - e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
  - f. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
  - g. Select “EVEN” of M B PARIKH FINSTOCKS LIMITED.



- h. Members can cast their vote online from 9.00 am hrs on 19th day, August 2015 upto 5.00 pm hrs on 21st day, August 2015.
- i. E-Voting shall not be allowed beyond 5.00 pm hrs on 21st August, 2015.
- j. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted. Kindly note that vote once casted cannot be modified.
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.
- m. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:  
  
Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e-voting Event Number)

USER ID

PASSWORD/PIN

- n. Please follow all steps from Sl. No. 10 (b) to Sl. No. (k) above, to cast vote.
- o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- p. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- q. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- r. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th Aug.2015.
- s. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th Aug. 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.



## **M.B. PARIKH FINSTOCKS LIMITED**

- t. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- u. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

11. A brief resume of Directors proposed to be appointed/re-appointed at this Annual General Meeting pursuant to Clause 49 of the Listing Agreement is as follows:

<b>Name</b>	<b>Mr. Mahesh Bhogilal Parikh</b>	<b>Mrs. Monalisha Digant Parikh</b>
Date of Birth	17.10.1941	28.08.1973
Qualification	M.Sc. (Statistics)	CFMDMLT
Nature of Expertise	Banking, Finance and Investment	Clinical Pathologist
Experience	40 years	4 years
Name of other Public Companies in which holds Directorship	NIL	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL	NIL
Shareholding in MB PARIKH FINSTOCKS LIMITED	302100 Nos.	248010 Nos.

BY ORDER OF THE BOARD OF DIRECTORS  
For **M.B. PARIKH FINSTOCKS LIMITED**

**Mahesh Bhogilal Parikh**  
**Managing Director**  
(DIN 00212486)

Date: 22<sup>nd</sup> May 2015, Place : Mumbai

**Regd Office:**  
705, Galav Chambers, Sayajigunj, Vadodara – 390 005  
CIN: L65910GJ1994PLC021759



### **EXPLANATORY STATEMENT**

Explanatory Statement as required under Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 22nd May.2015.

#### **ITEM NO. 4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Monalisa Digant Parikh (DIN: 00294485) as an Additional Director of the Company with effect from 22nd May 2015. In terms of the provisions of Section 161(1) of the Act, Mrs. Monalisa Digant Parikh (DIN: 00294485) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of Rs.1,00,000/- under Section 160 of the Act proposing the candidature of Mrs. Monalisa Digant Parikh (DIN: 00294485) for the office of Director of the Company Mrs. Monalisa Digant Parikh (DIN: 00294485) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Mrs. Monalisa Digant Parikh (DIN: 00294485) fulfills the conditions for her appointment as Director as specified in the Act.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Monalisa Digant Parikh (DIN: 00294485) is appointed as Director. Copy of the draft letter for appointment of Mrs. Monalisa Digant Parikh (DIN: 00294485) as Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Your Directors recommend the above ordinary resolution for your approval.

Except Mrs. Monalisa Digant Parikh and Mr. Mahesh B Parikh and Mrs. Sudha Kapadia being relatives of the Mrs. Monalisa Digant Parikh, none of the other Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,1956**

#### **ITEM NO.5**

The Board of Directors at the recommendation of remuneration committee meeting held on 31st October, 2011 has appointed Mr. Mahesh B. Parikh as Managing Director of the Company w.e.f.1st November, 2011.

The detailed terms and conditions regarding remuneration to be paid to him is given below which is as



per Section 188,196,197 read with Schedule II Part II of Schedule V of the Companies Act,2013.

1) Details of Remuneration to be paid is as follows:

Rs.1,00,000/- per month (including perquisites)

2) Leave

As per the Rules and regulations of the Company .

Where in any financial year, during the tenure of Managing Director ,the Company has no profit or its profits are inadequate, the Company will pay remuneration not exceeding the limits specified under Section Schedule II Part II of Schedule V of the Companies Act,2015.

3) Other Conditions

- i. For all other terms and conditions not specifically spelt out above, the Rules and Order of the Company shall apply.
- ii. The Managing Director holds office as such, subject to the provisions of Section of the Companies Act,2015.

These appointment have been made under Schedule V in Part II in Section II of the Companies Act,2013.

The Board recommends this special resolutions in the best interests of the company.

The Explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 302 of the Companies Act, 2013

None of the Directors except Mr. Mahesh B Parikh and relatives of Mr. Mahesh B Parikh namely Mrs. Sudha P. Kapadia and Mrs. Monalisa D. Parikh may be considered to be interested in the passing of the Special resolution.

BY ORDER OF THE BOARD OF DIRECTORS  
For **M B PARIKH FINSTOCKS LIMITED**

**Mahesh Bhogilal Parikh**  
**Managing Director**  
(DIN 00212486)

Date: 22<sup>nd</sup> May 2015, Place : Mumbai.

**Regd Office:**

705, Galav Chambers, Sayajigunj, Vadodara – 390 005

CIN: L65910GJ1994PLC021759

**DIRECTORS' REPORT**

[(Disclosure Under Section 134(3) Of The Companies Act, 2013)  
{Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors are presenting the 21st Annual Report of your Company and the Audited Accounts for the year ended 31st March, 2015.

**FINANCIAL RESULTS:**

(Rs. in Lacs)

Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Revenue from Operations	57.92	37.19
Profit / (Loss) before taxation	7.87	(1.13)
<b>Profit/ (Loss) for the year carried to Balance Sheet</b>	<b>7.23</b>	<b>0.41</b>

**SHARE CAPITAL**

During the year under review:

- No Equity shares have been issued with differential voting rights. Hence no disclosure is required in terms of Rule 4 (4) of Companies (Share capital and Debentures) Rules, 2014.
- No issue of Sweat Equity Share has been made. Hence no disclosure is required in terms of Rule 8 (13) of Companies (Share capital and Debentures) Rules, 2014.
- There was no issue of Employee Stock Option. Hence, no disclosure is required in terms of Rule 12 (9) of Companies (Share capital and Debentures) Rules, 2014.
- There was no provision made by the Company for any money .for purchase of its own shares by employees or by trustees for the benefit of employees. Hence, no disclosure is required in terms of Rule 16 (4) of Companies (Share capital and Debentures) Rules, 2014.
- The issued, subscribed and paid up share capital of the Company as on 1st April 2014 at Rs.300 Lacs divided into 30,00,000 shares at Rs.10 each remained unchanged as on 31st March,2015.

**APPROPRIATION OF PROFITS AFTER TAX FOR TRANSFER TO RESERVES**

Your Directors proposed to transfer a sum of Rs.7.23 lakhs to General Reserve making General Reserves amount to Rs.66.67 Lacs as at 31.03.2015.

**DIVIDEND:**

With a view to conserve resources of your company Directors do not recommend any dividend on Equity Shares for the year under review.

**STATE OF AFFAIRS/ PERFORMANCE:**

During the year under review, the Company revenue from operations stood at Rs.57.92 Lacs as against



Rs. 37.19 Lacs in the previous year. The Company has earned a Net profit of Rs. 7.23 Lacs as compared to the Profit of Rs. 0.41 Lacs during the previous accounting year.

**CHANGE IN NATURE OF BUSINESS, IF ANY**

There has been no change in any business of the Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The tenure of office of Mr. Mahesh B. Parikh as Managing Director ceases on 01.11.2014.

The Board on recommendation of the Nomination and Remuneration committee, at its meeting held on has reappointed Mr. Mahesh B. Parikh as Managing Director for a further period of 2 years and 11 months w.e.f. 01.11.2014 till 30.09.2017 subject to approval of the Members at the ensuing Annual General Meeting in terms of Section 188, 196, 197 read with Schedule II, Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Pursuant to Section 203 of the Companies Act, 2013, the Co. has appointed following Key Management Personnel

Mr. Imtiyazul Hasan	Chief Operating Officer and Chief Compliance Officer.
Mr. Santosh Patole	Chief Finance Officer

**STATEMENT ON DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS**

The Declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they met the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as under Clause 49.II.B of the Listing Agreement with the Stock Exchanges, was duly received by the Company.

**CORPORATE GOVERNANCE**

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated in the Clause 49 (Revised) under the Listing Agreement with the Stock Exchanges.

A separate report on Corporate Governance under the Listing Agreement, along with the certificate from the Practicing Company Secretary confirming the compliance is annexed to this report.

**DETAILS OF BOARD MEETING/COMMITTEE MEETING**

Attendance	No. of Meeting Attended	Last AGM 09.08.2014	Audit Committee	Nomination & Remuneration Committee	Shareholder/Investors Grievances Committee
Total meetings	4	-	4	2	4
Mr. Mahesh Parikh	4	YES	4	2	4
Mrs. Sudha P. Kapadia	2	NO	-	-	-
Mr. Lalit P. Dalal	4	YES	4	2	4



Mr. Govind D.Rathi	4	NO	4	2	4
Mr. Jitendra Sharma	3	NO	-	-	-
Mrs. Monalisa D. Parikh (appointed on 22.05.2015)	1	NO	-	-	-

\*Members of Audit Committee( Mr. Lalit P. Dalal is Chairman)

\*Members of Nomination & Remuneration Committee (Mr. Lalit P. Dalal is Chairman)

\*Members of Shareholders/Investor's Grievances Committee (Mr. Lalit P. Dalal is Chairman)

#### **RISK MANAGEMENT COMMITTEE**

Your Board at its meeting held on 14th Feb.2015 has constituted Risk Management Committee of the Board in terms of Clause VI C of Revised Clause 49 of the Listing Agreement.

1. Mr. Lalit Dalal Chairman
2. Mr. Govind Rathi Member
3. Mr. Mahesh Parikh Member

Further details of Risk Management Committee are available in the Corporate Governance Report.

#### **ANNUAL PERFORMANCE EVALUATION**

The required Performance Evaluation was carried out by the Board in the Meeting held on 22nd May.2015. The Independent Directors also carried out the Performance Evaluation in terms of Clause VII (3) (c) of Schedule IV to the Companies Act 2013 in -their separate meeting held on 14th Feb.2015.

#### **EXTRACT OF ANNUAL RETURN:**

Pursuant to section 92(3) of the Companies Act, 2013, (" the Act') read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is given as Annexure.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Pursuant to section 177( 9 ) read with Rule 7(Meeting of Board and its Power) Rules, 2014, and Clause 49. II. F of the Listing Agreement, your company has duly established Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of company's code of conducts or ethics policy. Audit Committee of the Board monitors and oversees the vigil mechanism.

The detailed policy related to this Vigil Mechanism is available in the Company's website at [www.mbpfin.com](http://www.mbpfin.com)

#### **RELATED PARTY TRANSACTIONS**

All the related party transactions are entered on arm's length basis and are In compliance with the applicable provisions of the Companies Act, 2013 and listing agreement. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key



Managerial Personnel etc. which may have potential conflict with the interest of the Company at Large. All related party transactions are presented to the Audit Committee and the Board, if required for approval. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. Related party transactions policy as approved by the Board is uploaded on the Company's website at the web link: <http://www.mbpfin.com>.

**STATUTORY AUDITORS:**

M/s. B. R. Pancholi & Co., Chartered Accountants, being eligible offer themselves for re- appointment till the conclusion of the next AGM. If re-appointed, it will be within the prescribed limits specified in Section 139 of the Companies Act, 2013. Members are requested to appoint the auditors and to fix their remuneration. The report of the Statutory Auditors does not contain any qualification, reservation or adverse remark or disclaimer which requires any further comments or explanations in this Report. The Notes to the Financial Statements are also self explanatory and do not call for any further comments.

**MATERIAL CHANGES AND COMMITMENTS:**

Your Directors further states that no material changes have taken place affecting the financial position of the Company from the date of closure of financial year till the signing of Accounts.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Persuant to the requirement Clause ( c ) of Sub-Section ( 3 ) of Sec 134 of the Companies Act 2013 your Directors confirm that-

- (I) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;(v) the directors, further state that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**LOANS, GUARANTEE & INVESTMENTS:**

The company has not given any loans and has not made investment except, as disclosed in the financial statements of the Company during the year.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. &  
FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:**

Current Year	Previous Year
Nil	Nil

**DEPOSITS:**

The Company has not accepted any deposits.

**RISK MANAGEMENT POLICY:**

Risk Management Policy for the Co. including identification of elements of risk, if any, which may result into heavy financial loss is formulated and approved by the Board at its meeting on 22nd May 2015 to be reviewed periodically.

**CORPORATE RESPONSIBILITY STATEMENT (CSR):**

Your Directors state that the provisions of Section 135 of the Companies Act, 2013 regarding the provisions of Corporate Social Responsibility are not applicable to the Company as the Company is not falling under the required parameters.

**SECRETARIAL AUDIT:**

As required under Section 204 of the Companies Act, 2013 Secretarial Audit Report as obtained from M/s. Sanjay Dholakia & Associates, Practising Company Secretary is attached and forms part of the Board Report. The Report does not contain qualification, reservation or adverse remark or disclaimer on the appointment of Company Secretary. We have to state that the Company is in the process of appointment of full time Company Secretary.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Company has constituted a Nomination and Remuneration Committee pursuant to Section 178(1) of the Companies Act, 2013 and has defined the policy on Director's appointment and payment of remuneration including criteria for determining qualifications, positive attributes, independence of a Director.

**INTERNAL FINANCIAL CONTROLS:**

Your Company has Adequate Internal Financial Control System at all levels of Management and they are reviewed from time to time. The Internal Audit is carried out in house as well as by a firm of Chartered Accountants. The Audit Committee of the Board looks into Internal Auditor's review which is deliberated upon and corrective action taken, where ever required.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Co. has no subsidiary or joint venture.

**CODE OF CONDUCT**

The Company has adopted the code of conduct as per revised Clause 49 of the Listing Agreement applicable to all Directors and senior management personnel of the company. The company has received confirmation from all the Directors and senior management personnel of the company on the compliance of the said code of conduct.

**LISTING OF SHARES**

The Company's shares are listed at Bombay Stock Exchange Ltd. and Vadodara Stock Exchange Ltd. We gather that Vadodara Stock Exchange has ceased to be a Stock Exchange and hence listing would now be only at BSE. Listing fees to BSE is paid.

**INSURANCE**

All the assets of the Company are insured.

**HUMAN RESOURCES**

The relationship of your company with its employees remained cordial throughout the year. The Company is paying full attention in the development of Human Resources at all levels by group discussions, job related training etc.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation for the co-operation extended by all the employees, Bankers, Stock Exchange, clients and Central & State Government authorities and stakeholders.

By Order of the Board of Directors

**For M. B. PARIKH FINSTOCKS LIMITED**

**MAHESH BHOGILAL PARILKH**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN No. 00212486**

**Place: Mumbai**

**Date: 22.05.2015**

**Annexure 1****Annexure to Board Report****Corporate Social Responsibility (CSR)**

**{Pursuant to clause (0) of sub-section 134 of the Act and Rule 9 of the Corporate Social responsibility) Rules, 2014}**

Does not apply.

**Annexure 2****Form No. AOC-2**

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

Not Applicable

**Annexure 3****Extract of Annual Return****Form No. MGT-9**

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

**I. REGISTRATION AND OTHER DETAILS**

Registration No.	0421759
Registration Date	October 22, 1994
Corporate Identity Number (CIN) of the Company	L65910GJ1994PLC021759
Name of the Company	M.B. PARIKH FINSTOCKS LTD.
Address of the Registered Office & Contact Details	705, Galav Chamber, Sayajigunj, Vadodara, Gujarat Telefax : 0265-2362909 Email : mbpfin@vsnl.com Website : www.mbpfin.com
Listed Company (Yes/No)	Yes, Listed on BSE
Name, address and contact details of Registrar and Transfer Agent	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai-400 078. Tel : 022-2596 3838 Fax : 022-2594 6969 Contact Person : Ms. Sujata Poojary Email : sujata.poojary@linkintime.co.in



## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Brokerage(NSE)	99715210	19.81
2	Share Trading		10.41
3	Investments		69.78

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

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

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (1 <sup>st</sup> April 2014)				No. of Shares held at the end of the year ( 31 <sup>st</sup> March 2015)				% Change during the year Total Shares
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of	
<b>Public/ Indian</b>	467844	831348	1299192	43.30	825548	472418	129796	43.276	(0.03)
<b>Foreign Holdings (FIIs / FCs / FFIs/ NRIs/ OCBs)</b>	600	-	600	0.02	600	-	600	0.02	-
<b>Bodies Corporate (Not Mentioned Above)</b>	17578	25200	42778	1.43	18076	23500	41576	1.38	(0.05)
<b>Directors/ Relatives of Directors</b>	1657430	-	1657430	55.25	1659858	-	1659858	55.33	0.08



## M.B. PARIKH FINSTOCKS LIMITED

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered total shares	
1	Digant M. Parikh	606796	20.23	NIL	606796	20.23	-	-
2	Mahesh B. Parikh	302100	10.07	NIL	302100	10.07	-	-
3	Akansha Consultancy Services Ltd.	280300	9.34	NIL	282228	9.40	NIL	0.6
4	Monalisa Digant Parikh	248010	8.27	NIL	248010	8.27	NIL	-
5	Gita Mahesh Parikh	219424	7.31	NIL	219924	7.33	NIL	0.2
6	Sudha P. Kapadia	600	0.02	NIL	600	0.02	NIL	-
7	Parikh Shares & Securities Pvt. Ltd.	200	0.01	NIL	200	0.01	NIL	-

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1657430	55.25	1659859	55.33
	Date wise Increase/ Promoters Share holding during the year specifying there as on for increase 19.08.2014 23.10.2014			1928 500	0.06 0.02



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Sumagala	32100	1.070	32100	1.070
02	Dinesh	28200	0.940	28200	0.940
03	Manish	28100	0.930	28100	0.930
04	Jyotsna	26600	0.886	26600	0.886
05	Aditi	26200	0.873	26200	0.873
06	Yogini	26100	0.870	26100	0.870
07	Bipin	26000	0.866	26000	0.866
08	Manoj	25900	0.863	25900	0.863
09	Aditiya	24618	0.820	24618	0.820
10	Smita	23975	0.799	23975	0.799

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name of the Director/KMP	Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Imtiyazul Hasan	Nil	Nil	Nil	Nil
2	Mr. Santosh Patole	Nil	Nil	Nil	Nil
3	Mr. Lalit Pravin Dalal	Nil	Nil	Nil	Nil
4	Mr. Govind Rathi	Nil	Nil	Nil	Nil
5	Mr. Jitendra Sharma	Nil	Nil	Nil	Nil


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

PARTICULARS SECURED LOANS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNESS
<b>Indebtedness at the beginning of the financial year 01.04.2014</b>	829996/-	NIL	NIL	829996/-
1) Principal Amount	829996/-	-	-	829996/-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	829996/-	-	-	829996/-
<b>Change in Indebtedness during the financial year</b>	-	NIL	NIL	-
+ Addition	-	-	-	-
- Reduction	290929/-	-	-	290929/-
Net change	290929/-	-	-	290929/-
<b>Indebtedness at the end of the financial year-31.03.2015</b>	539067/-	NIL	NIL	539067/-
1) Principal Amount	-	-	-	-
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	539067/-	-	-	539067/-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD	Total Amount (Rs.In Lacs)
		<b>Mahesh Parikh MD</b>	
1	Gross Salary	50000 p.m.	6.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	50000 p.m.	6.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	-



## M.B. PARIKH FINSTOCKS LIMITED

2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- As % of Profit		
	- Others, specify		
5	Others, please specify		
	Provident Fund & other Funds	-	-
	Performance Bonus	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>	<b>5% of the net profits of the Company</b>	

### B. Remuneration of other directors:

#### I. Independent Directors:-

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Lalit Pravin Dalal	Mr. Govind D. Rathi	Mr. Jitendra M. Sharma	
Fee for attending board committee meetings	30000/-	10250/-	7000/-	47250/-
Commission	-	-	-	-
Others	-	-	-	-
<b>Total (1)</b>	30000/-	10250/-	7000/-	47250/-

#### II. Other Non-Executive Directors:-

Other Non-Executive Directors	Name of Non-Executive Directors	Total Amount
	Mrs. Sudha Kapadia	
Fee for attending board committee meetings	17000/-	17000/-
Commission	-	-
Others	-	-
Total (2)	17000/-	17000/-
Total B = (1+2)		64250/-


**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

Sr. No.	Particulars of Remuneration	Name of KMP		Total Amount (In Rs.)
		Mr. Imtiyazul Hasan	Mr. Santosh Patole	
1	Gross Salary	360000/-	360000/-	720000/-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act			
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961			
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - As % of Profit - Others, specify	-	-	
5	Others, please specify Provident Fund & other Funds	-	-	
	Performance Bonus	15000/-	15000/-	30000/-
	<b>Total (A)</b>	<b>375000/-</b>	<b>375000/-</b>	<b>750000/-</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act): None**

Sd/-

Sd/-

(Mahesh Parikh)  
(Director)

(Lalit Dalal)  
(Director)  
00013914

DIN : 00212486  
DATE : 22.05.2015



### **CORPORATE GOVERNANCE REPORT**

The Listing Agreement of the Stock Exchange in Clause 49 (Revised) has laid down a code of Corporate Governance which the Company has complied with as follows.

#### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings. The Board of Directors by considering itself as a trustee of its Shareholders aims at maximizing shareholders value and protecting the interest of other stakeholders.

Your Board of Directors unequivocally supports the principles of Corporate Governance. Your Company espouses the cause of long term success in all areas of its business and commits itself to achieving this by outstanding standards of productivity, quality and performance. It continues to evolve, learn and adapt for the common good of its stakeholders.

Your Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

Your Company places great emphasis on values such as empowerment and integrity of its employees, well-being of the employees, transparency in decision making process, fair and ethical dealings with all its business associates, pollution free clean environment and last but not the least, accountability to all the stakeholders.

#### **2. BOARD OF DIRECTORS:**

##### **2.1 Board Composition:**

The strength of the Board was 5 Directors as on 31<sup>st</sup> March, 2015. The composition and category of Directors on the Board of the Company are:

##### **Managing Director**

Mr. Mahesh B. Parikh

##### **Designated Director**

Mrs. Sudha P. Kapadia

##### **Non-Designated Director**

Mrs. Monalisa D. Parikh (appointed on 22.05.2015)

##### **Independent / Professional Directors**

Mr. Govind Rathi

Mr. Lalit P. Dalal

Mr. Jitendra Sharma

The independent Directors do not have any material or pecuniary relationship or transaction with the Company, its promoters or its management, which may affect their judgment in any manner.

##### **2.2 Other Directorship and Membership of Board Committees:**

None of the Directors hold Directorship in more than the permissible number of Company under the relevant provision. Further, none of the Directors on the Board is a member of more than Ten Committees or Chairman of more than Five Committees.

**2.3 Board Meetings:**

The Board met 4 times during the period from April, 2014 to March, 2015 i.e. 24-05-2014, 02-08-2014, 08-11-2014, and 14-2-2015.

**2.4 Attendance of Directors:**

		Attendance Particulars	
		Board Meeting	Last AGM
Mr. Mahesh Parikh	Chairman/ Director	4	Yes
Mrs. Sudha Kapadia	Director	2	No
Mr. Govind Rathi	Director	4	No
Mr. Lalit Dalal	Director	4	Yes
Mr. Jitendra Sharma	Director	3	No

Mr. B. R. Pancholi - Statutory Auditors was invited and attended Board Meeting on 24-05-2014.

**2.5 Directorship of Public Limited Company**

None of the Directors except the following Directors are Directors in any other public limited company.

Name	Director in Public Ltd. Co.
Mr. Mahesh Parikh	Career Launchers Education Infrastructure and Services Ltd. (since resigned in May.2015)

**2.6 Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board Members and all the employees in the Senior Management grade of the Company. The Code covers amongst other things the Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc.

All the Board Members and Senior Management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

**2.7 Separate Meeting of Independent Directors**

As stipulated by Clause 49.II.B of the Listing Agreement read with Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 30.03.2015, without the attendance of Non-Independent Directors. The following Matters were inter-alia considered in the Meeting:

2.3.1 Reviewed the performance of non-independent directors and the Board as a whole;

2.3.2 Reviewed the performance of the Chairperson of the company taking in account the views of Designated directors or Non-Designated Directors.

2.3.3 Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



## **2.8 Evaluation of the Board's Performance**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors such as attendance, contribution at the meetings and otherwise, independent judgment, etc.

## **3. AUDIT COMMITTEE**

**3.1** As per the terms of reference prescribed by the Board as stipulated in Clause 49 (II) (d) of the Listing Agreement, the committee performs such duties and tasks as are assigned to it by the Board.

### **3.2 Terms of Reference**

The terms of reference of the Audit Committee broadly cover the areas specified in Revised Clause 49 of the Listing Agreement and Sec. 177 of the Companies Act, 2013 and briefly described below:

- 3.2.1 To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 3.2.2 To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;
- 3.2.3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 3.2.4 Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report, if any.
- 3.2.5 To review with management, the quarterly financial statements before submission to the Board for taking the same on record;
- 3.2.6 Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in the matter;



- 3.2.7 To review and monitor the Auditor's independence and performance and effectiveness of the Audit Process;
- 3.2.8 Approval or any subsequent modification of transactions of the Company with related parties;
- 3.2.9 Scrutiny of Inter-corporate loans and Investments; if any.
- 3.2.10 Valuation of undertakings or assets of the Company, wherever it is necessary;
- 3.2.11 Evaluation of internal financial controls and risk management systems;
- 3.2.12 Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 3.2.13 Reviewing the adequacy of internal audit function
- 3.2.14 Discussion with internal auditors of any significant findings and follow up there on;
- 3.2.15 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 3.2.16 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 3.2.17 To review the functioning of the Whistle Blower Vigil mechanism;
- 3.2.18 Approval of appointment of CFO (Le., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 3.2.19 Carrying out any other-function as is mentioned in the terms of reference of the Audit Committee.
- 3.2.20 The Audit committee also reviews the following information:
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
  - c) Management letters I letters of internal control weaknesses issued by the statutory auditors;
  - d) Internal audit reports relating to internal control weaknesses
  - e) The appointment ,removal and terms of remuneration of the Chief Internal Auditor.

**3.3** The Audit Committee of the Company meets before the finalization of accounts each year and also meets each quarter before the results of that quarter is published and informed to the Stock Exchanges as required under Clause 49 of the Listing Agreement. During the year 2014 – 2015 the Audit Committee has met 4 times as under –

<b>Date of meeting</b>	<b>Mr. Lalit Dalal Director/Member</b>	<b>Mr. Govind Rathi Director/Member</b>	<b>Mr. Mahesh Parikh (by invitation)</b>
24.05.2014*	Yes	Yes	Yes
02.08.2014	Yes	Yes	Yes
08.11.2014	Yes	Yes	Yes
14.02.2015	Yes	Yes	Yes

\* Mr. B R Pancholi – Statutory Auditor was present (by invitation)



#### **4. NOMINATION AND REMUNERATION COMMITTEE**

The Remuneration Committee determines the remuneration of Managing Director within the framework as approved by the Shareholders and also decides on the sitting fees to be paid to the Non-Executive Directors for attending the Board Meetings.

##### **4.1 Brief description and Composition :**

The Board has duly constituted Nomination and Remuneration Committee of the Board and the said committee comprises of two Independent Director and MD is invitee as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Category of Director</b>	<b>Chairman Member</b>
1	Mr. Lalit Dalal	Non-Executive Independent	Chairman
2	Mr. Govind Rathi	Non-Executive Independent	Member
3	Mr. Mahesh Parikh	Managing Director	Member

##### **4.2 Terms of Reference**

The Committee is empowered -

- 4.2.1 To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees;
- 4.2.2 To formulate criteria for evaluation/ performance appraisal of Independent Directors and the Board;
- 4.2.3 To devise policy on Board diversity;
- 4.2.4 To Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors ! Independent Directors on the Board and as Key Managerial Personnel.

##### **4.3 Remuneration Policy:**

The Company follows a policy on remuneration of Directors and Senior Management Employees as formulated by the Nomination and Remuneration Committee detailed hereunder:

- 4.3.1 The remuneration of an individual shall be dependent upon the following parameters concerning an individual:
  - a) Age
  - b) Qualifications
  - c) Experience
  - d) Core Competence
  - e) Career Advancement
  - f) Special Skills, if any
  - g) Performance in the context of the duties and responsibilities assigned,
  - h) Industry Criteria
  - i) Other relevant Factors.
- 4.3.2 The level and composition of remuneration for each individual shall be reasonable and sufficient to attract, retain and motivate the person concerned, whether as Director or Key



Managerial Personnel of the quality required to run the Company successfully;

- 4.3.3 Relationship of remuneration to performance should be clear and meets appropriate performance benchmarks as may be set up from time to time; and
- 4.3.4 Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives to the working of the Company of its activities.

The Remuneration Committee held two meetings as under –

Member	24-05.2014	08.11.2014
Mr. Mahesh Parikh	Yes	Yes
Mr. Lalit Dalal	Yes	Yes
Mr. Govind Rathi	Yes	Yes

## NOTES:

- The Company does not pay bonus, pension and incentives to the Managing Director. The Company so far has not issued any stock options to Managing Director/ Executive / Non-executive / independent Director.
- Equity shares of the Company held by non-executive Directors are as follows:

Directors	No. of shares held as on 31 <sup>st</sup> March, 2015	No. of shares held as on 31 <sup>st</sup> March, 2014
Mrs. Sudha Kapadia	600	600
Mr. Lalit Dalal	-	-
Mr. Govind Rathi	-	-
Mr. Jitendra Sharma	-	-

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year under review, the Shareholders' Grievance and Share Transfer Committee was changed to "Stakeholders' Relationship Committee", in accordance with the provisions of Section 178 of the Companies Act, 2013. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

The Committee consists of two Non-Executive Independent Director and the Managing Director, as under:

Sr. No.	Name	Category of Director	Chairman Member
1	Mr. Lalit Dalal	Non-Executive Independent	Chairman
2	Mr. Govind Rathi	Non-Executive Independent	Member
3	Mr. Mahesh Parikh	Managing Director	Member

Name and designation of Compliance Officer:

Mr. Imtiyazul Hasan, COO and Compliance Officer



During the year under review, this Committee had four meetings held on 24.05.2014, 02.08.2014, 08.11.2014, and 14.02.2015.

The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under:

a)	No. of complaints received from Shareholders	NIL
b)	No. of complaints received from Stock Exchange/SEBI	NIL
c)	No. of complaints not resolved/ no action taken	NIL
d)	No. of pending share transfers as on 22 <sup>nd</sup> May.2015	NIL

Shareholders' grievances, if any, are resolved expeditiously. There is no grievance pending as on date.

#### 6. Risk Management Committee

The revised Clause 49 mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

Your Board at its meeting held on 14th Feb, 2015 has constituted Risk Management Committee of the Board in terms of Clause VI.C of Revised Clause 49 of the Listing Agreement, composed as under:

Sr. No.	Name	Category of Director	Chairman Member
1	Mr. Lalit Dalal	Non-Executive Independent	Chairman
2	Mr. Govind Rathi	Non-Executive Independent	Member
3	Mr. Mahesh Parikh	Managing Director	Member

During the year under review, the Risk Management Committee held its meeting on 28.03.2015

The Committee at its Meeting held on 28.03.2015, has framed Company's policy on Risk Assessment and Minimization which has subsequently been approved by the Board at its meeting held on 22.05.2015.

#### 7. GENERAL BODY MEETINGS

Date time and venue for the last 3 Annual General Meetings are given below;

Financial Year Ending	Date	Location	Time
31 <sup>st</sup> March, 2012	11 <sup>th</sup> August, 2012	Registered Office	12.30 p.m.
31 <sup>st</sup> March, 2013	28 <sup>th</sup> September, 2013	Registered Office	12.00 p.m.
31 <sup>st</sup> March, 2014	09 <sup>th</sup> August, 2014	Registered Office	12.00 p.m.

7.1 At the AGM held on 11th Aug. 2012, Approval of the members obtained



- (I) under Section 198, 269, 309 and 310 and other applicable provisions, if any for appointment of Mr. Mahesh Parikh as Managing Director of the company for a period of three years w.e.f. 06.11.2011 at a remuneration not exceeding Rs.1,00,000/- p.m.(including perquisites)
- (ii) Under Section 31 and other provisions of the companies Act 1956 in the Articles of Association of the company after Article 127, Article 127A be added to read as Mr. Mahesh Parikh shall not retire by rotation nor be removed from the office of Director unless he resigns from the office of Director as long as he holds 5% of the paid up capital of the company.

7.2 At the AGM held on 9th Aug.2014, Approval of the members obtained

- (I) Under Section 149 and other provisions of the Companies Act 2013 read with relevant rules under and Schedule IV to the Companies Act 2013, Listing Agreement of the Co. with Stock Exchange, Articles of Association of the company for Mr. Govind Rathi(IN00288705), Mr. Lalit P. Dalal(IN00013914) and Mr. Jitendra Sharma(IN02640342) who were appointed as a Non-Executive Independent Director w.e.f.13.08.2005 liable to retire by rotation to hold office upto 31.03.2019 not liable to retire by rotation.

## **8. Other Disclosures:**

### **8.1 Related party transactions:**

Disclosures on materially significant related party transactions: The Company has not entered into any transactions of material nature, with its promoters, the directors or the management, or relatives etc. that may have potential conflict with the interest of the Company.

Further, in terms of Revised Clause 49.VII.C of the Listing Agreement, The Board, on recommendation of the Audit Committee, has adopted Company's Policy on Related Party Transactions, at its meeting held on 22 May, 2015. The said policy is at Company's website at [www.mbpfin.com](http://www.mbpfin.com).

**8.2 No penalties / strictures** have been imposed on the Company by Stock Exchange or SEBI or any statutory authority for non-compliance of any laws on any matter related to capital markets, during the last three years.

### **8.3 Whistle Blower Policy - Vigil Mechanism:**

Pursuant to Sec 177(9) read with Rule 7 (Meeting of Board and its Power) Rules,

2014 and Clause 49.II.F of the Listing Agreement, Company has duly established vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conducts or ethics policy. Audit Committee of the Board monitors and oversees such Vigil Mechanism of the Company. It is also confirmed that no personnel has been denied access to the Audit Committee during the year under review.

Further in terms of clause 49. VIII. H. of the Listing Agreement, detailed policy related to the Whistle Blower - Vigil Mechanism is available in the company's website at [www.mbpfin.com](http://www.mbpfin.com).

## **9. Non-Mandatory requirements:**

- 9.1 Auditors Report: There has been no qualification adverse remark by the Auditors in their Audit Report for the year.
- 9.2 Other non-mandatory requirements of revised Clause 49 shall be adopted as and when considered appropriate.

## **10. Mandatory requirements:**

The CEO and CFO placed the required certificate before the Board certifying, inter alia, the authenticity of



the Financial Statements and Cash Flow Statement for the year ended 31st March, 2015. All other mandatory requirements have been duly complied with, to the extent applicable.

**11. Declaration of compliance with the Code of Conduct**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company on April.2005. All the Directors and Senior Management personnel affirm compliance with the said Code of Conduct on an annual basis. The Code of Conduct has been posted on the website of the Company, [www.mbpfin.com](http://www.mbpfin.com).

**12. Code for Prevention of Insider Trading**

Securities and Exchange Board of India, vide its notification dated 15th January, 2015, has notified SEBI (Prohibition of Insider Trading) Regulations, 2015, to enforced with effect from 120th day from the date of its notification. In terms of the said regulation, Company has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, termed as MBPFSL Fair Disclosure Code" and Board has adopted the same at its meeting held on 22.05.2015.

In terms of the regulation, Board has appointed Mr. Imtiyazul Hasan , Chief Operating Officer as the Compliance Officer as well as Chief Investor Relation Officer under the Code responsible for its implementation under the supervision of Shareholders' Grievance and Share Transfer Committee. The said code is also available at company's official website at [www.mbpfin.com](http://www.mbpfin.com).

**13. MEANS OF COMMUNICATIONS**

The Company's quarterly results in the format prescribed by the Stock Exchanges are approved and taken on record by Board within the prescribed time frame and sent immediately to the Stock Exchange on which the Company's shares are listed.

**14. GENERAL SHAREHOLDER INFORMATION****14.1 AGM Date, Time & Venue**

22nd August.2015 at 12.30 p.m. Galav Chambers, Sayaji Gunj, Vadodara - 390005.

**14.2 Financial Year**

1st April 2014, to 31st March 2015

Publication of Results was as follows

Period	Approval by Board of Directors
1 <sup>st</sup> Quarter ended 30 <sup>th</sup> June.2014	02 <sup>nd</sup> Aug.2014
2 <sup>nd</sup> Quarter ended 30 <sup>th</sup> Sep.2014 (including 1 <sup>st</sup> half year)	08 <sup>th</sup> Nov.2014
3 <sup>rd</sup> Quarter ended 31 <sup>st</sup> Dec.2014	14 <sup>th</sup> Feb.2015
4 <sup>th</sup> Quarter ended 31 <sup>st</sup> Mar.2015 (including Final Audited Results)	22 <sup>nd</sup> May.2015

**14.3 Book Closure**

17th Aug. 2015 to 22nd Aug. 2015 (both days inclusive)

**14.4 Dividend**

No dividend was declared for last financial year.

**14.5 Dividend declared in earlier years; year ending**

31st March, 2011	-	Nil
31st March, 2012	-	Nil
31st March, 2013	-	Nil
31st March, 2014	-	Nil
31st March, 2015	-	Nil

**14.6 Listing of Shares**

The Company's shares are listed at Bombay Stock Exchange Ltd. and Vadodara Stock Exchange Ltd. We gather that Vadodara Stock Exchange has ceased to be a Stock Exchange and hence listing would now be only at BSE. Listing fees to BSE is paid.

**14.7 Stock code**

Bombay Stock Exchange Ltd., Mumbai

Physical Script Code No. - 526935

Demat Script Code No. - ISIN – INE 377D01018

Vadodara Stock Exchange Ltd., Vadodara (starts as on 31.03.2015)

Physical Script Code No. - Not allotted

Demat Script Code No. - ISIN – INE 377D01018

**14.8 Registrar & Transfer Agents**

Share Transfers in Physical form is handled by the Company's Share Transfer Agents M/s. Link Intime India Private Limited, a Registrar & Share Transfer Agent (RTA) having its office at C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078.

**14.9 Share Transfer System**

All the transfers in physical form are received and processed by the Company's Share Transfer Agent M/s. Link Intime India Private Limited and sent for approval to the Shareholders / Investors' Grievances Committee and then sent back to the transferee.


**14.10 Market Price Data on BSE**

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover(Rs.)
Apr-14	-	-	-	-	-	-	-
May-14	14.65	14.65	14.65	14.65	500	3	7325
Jun-14	13.92	13.92	13.23	13.23	101	8	1405
Jul-14	-	-	-	-	-	-	-
Aug-14	12.57	12.57	11.95	11.95	2133	6	25491
Sep-14	11.36	11.36	11.36	11.36	1211		
Oct-14	10.8	10.8	10.8	10.8	3500	6	37800
Nov-14	10.26	10.26	10.26	10.26	24	2	246
Dec-14	9.75	9.75	9.75	9.75	1	2	9
Jan-15	9.27	9.27	9.27	9.27	800	4	7416
Feb-15	8.81	8.81	8.37	8.37	100	4	858
Mar-15	7.96	7.96	7.2	7.2	175	6	1335

**14.11 Distribution Schedule**

The following tables give the pattern of Distribution Schedule as on 31st March, 2015.

No of Equity shares held	No. of Shareholders	% Of Total	Share Amount Total	% Of
1-500	2620	86.9565	403938	13.4646
501 - 1000	203	6.7375	167783	5.5928
1001 - 2000	107	3.5513	153976	5.1325
2001 - 3000	27	0.8961	67520	2.2507
3001 - 4000	15	0.4978	53801	1.7934
4001 - 5000	7	0.2323	31826	1.0609
5001 - 10000	12	0.3983	88981	2.9660
10001 & Above	22	0.7302	2032175	67.7392
<b>Total</b>	<b>3013</b>	<b>100.00</b>	<b>3000000</b>	<b>100.00</b>


**14.12 Pattern of shareholding by ownership as on 31st March, 2015**

Category	No Of Shares Held	% of Shareholding
<b>A Promoter's Holding</b>		
1 Promoters		
Indian Promoters -	1377430	45.91
2 Person acting Concert	282428	9.41
<b>Sub – Total</b>	<b>16598558</b>	<b>55.33</b>
<b>3 Other</b>		
A Private Corporate Bodies	41576	1.39
B Indian Public	1296258	43.21
C NRIs / OCBs FIIS	400	0.01
D NRN	200	0.01
E Any other (Clearing Member)	1708	0.06
<b>Sub - Total</b>	<b>1340142</b>	<b>44.67</b>
<b>Grand - Total</b>	<b>3000000</b>	<b>100.00</b>

**14.13 SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (1 <sup>st</sup> April 2014)				No. of Shares held at the end of the year ( 31 <sup>st</sup> March 2015)				% Change during the year Total Shares
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of	
<b>Public/ Indian</b>	467844	831348	1299192	43.30	825548	472418	129796	43.27	(0.03)
<b>Foreign Holdings (FIIs / FCs / FFIs/ NRIs/ OCBs)</b>	600	-	600	0.02	600	-	600	0.02	-
<b>Bodies Corporate (Not Mentioned Above)</b>	17578	25200	42778	1.43	18076	23500	41576	1.38	(0.05)
<b>Directors/ Relatives of Directors</b>	1657430	-	1657430	55.25	1659858	-	1659858	55.33	0.08



## M.B. PARIKH FINSTOCKS LIMITED

### (B) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered total shares	
1	Digant M. Parikh	606796	20.23	NIL	606796	20.23	-	-
2	Mahesh B. Parikh	302100	10.07	NIL	302100	10.07	-	-
3	Akansha Consultancy Services Ltd.	280300	9.34	NIL	282228	9.40	NIL	0.6
4	Monalisa Digant Parikh	248010	8.27	NIL	248010	8.27	NIL	-
5	Gita Mahesh Parikh	219424	7.31	NIL	219924	7.33	NIL	0.2
6	Sudha P. Kapadia	600	0.02	NIL	600	0.02	NIL	-
7	Parikh Shares & Securities Pvt. Ltd.	200	0.01	NIL	200	0.01	NIL	-

### 14.14 Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1657430	55.25	1659859	55.33
	Date wise Increase/ Promoters Share holding during the year specifying there as on for increase 19.08.2014 23.10.2014			1928 500	0.06 0.02


**14.15 Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Top Ten Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Sumagala	32100	1.070	32100	1.070
02	Dinesh	28200	0.940	28200	0.940
03	Manish	28100	0.930	28100	0.930
04	Jyotsna	26600	0.886	26600	0.886
05	Aditi	26200	0.873	26200	0.873
06	Yogini	26100	0.870	26100	0.870
07	Bipin	26000	0.866	26000	0.866
08	Manoj	25900	0.863	25900	0.863
09	Aditiya	24618	0.820	24618	0.820
10	Smita	23975	0.799	23975	0.799

**14.16 Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name of the Director/KMP	Shareholding at the beginning of the year 1 <sup>st</sup> April 2014		Cumulative Shareholding during the year 31 <sup>st</sup> March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Imtiyazul Hasan	Nil	Nil	Nil	Nil
2	Mr. Santosh Patole	Nil	Nil	Nil	Nil
3	Mr. Lalit Pravin Dalal	Nil	Nil	Nil	Nil
4	Mr. Govind Rathi	Nil	Nil	Nil	Nil
5	Mr. Jitendra Sharma	Nil	Nil	Nil	Nil

**Dematerialization of shares and liquidity**

The Company's shares are dematerialized.

71.70% of the Share Capital is dematerialized as on 31st March, 2015.



**Registered Office**

705, Galav Chambers, Sayajigunj,  
Vadodara, 390 005.  
Telfax No. (0265) 23 62 909  
Website: [www.mbpfin.com](http://www.mbpfin.com)  
Email : [mbpfin@vsnl.com](mailto:mbpfin@vsnl.com)

**Corporate Office:**

Heena Arcade, 2<sup>nd</sup> Floor, Office No. 9 & 10,  
S. V. Road, Jogeshwari (W), Mumbai-400102.  
Tel. No.(022) 26790434/Fax No.(022) 26790463  
Website: [www.mbpfin.com](http://www.mbpfin.com)  
Email : [mbpfin@vsnl.com](mailto:mbpfin@vsnl.com)

**15. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

Auditor's certificate on compliance of clause 49 of the Listing Agreement relating to Corporate Governance is published as an annexure to the Director's Report.



**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2015**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
M B PARIKH FINSTOCKS LIMITED  
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M B PARIKH FINSTOCKS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (I) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not applicable to the Company during the Audit Period);**



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
- and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);**
- (vi) As per Management representation letter following are laws applicable specifically to Company:
1. Shops and Establishment Act (as applicable to the Company in respective States)
  2. The Contract Labour (Regulation and Abolition) Act, 1979
  3. The Legal Metrology Act, 2009

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
The same was not notified till 31<sup>st</sup> March, 2015.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable; - The Company has complied with the various provisions of the Listing Agreements with BSE and Vadodara Stock Exchange, where the securities of the Company are Listed.



During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above subject to the following Qualification:

**A. Appointment of Company Secretary:**

As per section 203(1)(ii), the Company is required to appoint Company Secretary. The Company has not appointed Company Secretary till 31<sup>st</sup> March 2015.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this Report:

For **SANJAY DHOLAKIA & ASSOCIATES**

**(SANJAY R DHOLAKIA)**

**Practising Company Secretary**

**Proprietor**

**Membership No. 2655 /CP No. 1798**

Date: 22<sup>nd</sup> May 2015

Place: Mumbai



## **Annexure A**

To,  
The Members,  
M B PARIKH FINSTOCKS LIMITED  
Mumbai.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

**(SANJAY R DHOLAKIA)**  
**Practising Company Secretary**  
**Proprietor**  
**Membership No. 2655 /CP No. 1798**

Date: 22<sup>nd</sup> May, 2015  
Place: Mumbai

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF M.B. PARIKH FINSTOCKS LIMITED  
Report on the Financial Statements**

We have audited the accompanying financial statements of **M.B. Parikh Finstocks Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flow for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 21 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For B. R. Pancholi & Co.,**  
Chartered Accountants  
Firm's Registration No.: 107285W

CA. Bhupendra Pancholi  
Partner  
Membership No.: 041254

Place of Signature: Mumbai  
Date: 22<sup>nd</sup> May, 2015



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd. Balance Sheet as at 31 March, 2015

Particulars		Note	As at March 31, 2015	As at March 31, 2014
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
1	Shareholders' funds			
	(a) Share capital	3	30,000,000	30,000,000
	(b) Reserves and surplus	4	6,667,184	6,093,722
			36,667,184	36,093,722
2	Non-current liabilities			
	(a) Long-term borrowings	5	539,067	829,996
	(b) Deferred tax liabilities	23	142,347	203,689
			681,414	1,033,685
3	Current liabilities			
	(a) Trade payables		2,285,313	2,095,887
	(b) Other current liabilities	6	1,866,298	3,203,879
	(c) Short-term provisions	7	216,348	99,084
			4,367,958	5,398,850
	<b>TOTAL</b>		<b>41,716,556</b>	<b>42,526,257</b>
<b>B</b>	<b>ASSETS</b>			
1	Non-current assets			
	(a) Fixed assets			
	Tangible assets	8	2,966,800	3,366,104
	(b) Non-current investments	9	2,978,284	5,121,061
	(c) Long-term loans and advances	10	6,100,000	7,600,000
			12,045,084	16,087,165
2	Current assets			
	(a) Current investments	11	3,982,832	13,479,694
	(b) Trade receivables	12	299,690	616,776
	(c) Cash and bank balance	13	20,106,357	7,950,288
	(d) Short-term loans and advances	14	3,848,596	3,724,529
	(e) Other current assets	15	1,433,997	667,805
			29,671,472	26,439,092
	<b>TOTAL</b>		<b>41,716,556</b>	<b>42,526,257</b>
	See accompanying notes forming part of the financial statements			

In terms of our report attached.

For B R Pancholi & Co.  
Chartered Accountants  
FRN: 107285W

CA. B R Pancholi  
Partner  
Membership No. 041254

Place : Mumbai  
Date : 22.05.2015

For and on behalf of the Board of Directors

Mahesh Parikh  
CMD  
Lalit Dalal  
Director

Santosh Patole  
CFO

Place : Mumbai  
Date : 22.05.2015



# M. B. PARIKH FINSTOCKS LIMITED

M. B. Parikh Finstocks Ltd.

Statement of Profit and Loss for the year ended 31 March, 2015

Particulars		Note	For the year ended March 31, 2015	For the year ended March 31, 2014
1	Revenue from operations	16	1,690,265	1,362,940
2	Other income	17	4,102,211	2,356,006
3	<b>Total revenue (1+2)</b>		<b>5,792,476</b>	<b>3,718,946</b>
4	<b>Expenses</b>			
	(a) Employee benefits expense	18	1,714,030	1,596,370
	(b) Finance costs	19	119,161	167,065
	(c) Depreciation and amortisation expense	8	537,259	425,611
	(d) Other expenses	20	2,635,367	1,643,251
	<b>Total expenses</b>		<b>5,005,817</b>	<b>3,832,297</b>
5	<b>Profit before tax (3 - 4)</b>		<b>786,659</b>	<b>-113,351</b>
6	<b>Tax expense:</b>			
	(a) Current tax		125,000	0
	(b) Excess provision of tax relating to prior years		0	-131,000
	(c) Net current tax expense		125,000	-131,000
	(d) Deferred tax		-61,342	-23,206
			63,658	-154,206
7	<b>Profit / (Loss) for the year (5 - 6)</b>		<b>723,001</b>	<b>40,855</b>
8	<b>Basic and Diluted earnings per equity share (of ₹ 10/- each):</b>	23	<b>0.24</b>	<b>0.01</b>
See accompanying notes forming part of the financial statements				

In terms of our report attached.

**For B R Pancholi & Co.**  
Chartered Accountants  
FRN: 107285W

**CA. B R Pancholi**  
**Partner**  
Membership No. 041254

Place : Mumbai  
Date : 22.05.2015

**For and on behalf of the Board of Directors**

**Mahesh Parikh**  
**CMD**

**Lalit Dalal**  
**Director**

**Santosh Patole**  
**CFO**

Place : Mumbai  
Date : 22.05.2015



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd. Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	786,659	(113,351)
Adjustments for:		
Depreciation and amortisation expense	537,259	425,611
Finance costs	119,161	167,065
Reduction in the carrying amount of investments	179,851	120,670
Interest income	(1,757,328)	(1,184,498)
Net gain on sale of investments	(2,097,272)	(1,126,628)
Dividend	(47,303)	(15,809)
Operating profit / (loss) before working capital changes	(2,278,973)	(1,726,940)
Changes in working capital:		
Current Investment	-	(180,060)
Trade receivables	3,17,086	(148,302)
Short-term loans and advances	(86,459)	(449,652)
Long-term loans and advances	5,00,000	600,000
Other current assets	-	-
Other non-current assets	-	-
Trade payables	1,89,426	(1,294,575)
Other current liabilities	6,05,369	771,518
Short-term provisions	1,17,264	25,811
	(6,36,288)	(2,402,200)
Income taxes paid	(1,62,609)	120,441
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>(7,98,897)</b>	<b>(2,281,759)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payment towards Capital expenditure on fixed assets, including Capital Advance	7,12,506	(2,758,634)
Proceeds from sale of investments	1,37,36,912	3,483,860
Reduction in the carrying amount of investments	(179,851)	(120,670)
Dividend income	47,303	15,809
Interest income	9,91,136	1,024,573
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>1,53,08,006</b>	<b>1,644,938</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of long-term borrowings	(2,60,954)	632,889
Finance costs	(1,19,161)	(167,065)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(3,80,115)</b>	<b>465,824</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>1,41,28,994</b>	<b>(170,997)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>	<b>59,77,363</b>	<b>8,121,285</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>2,01,06,357</b>	<b>7,950,288</b>
<b>RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH THE BALANCE SHEET:</b>		
Cash and cash equivalents (Refer Note 13)	20,106,357	7,950,288
Less: Book Overdraft	-	(9,00,985)
Less: Bank Overdraft	-	(10,71,940)
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>20,106,357</b>	<b>59,77,363</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For B R Pancholi & Co.**  
Chartered Accountants  
FRN: 107285W

**CA. B R Pancholi**  
Partner  
Membership No. 041254

Place : Mumbai  
Date :22.05.2015

**For and on behalf of the Board of Directors**

**Mahesh Parikh**  
CMD

**Lalit Dalal**  
Director

**Santosh Patole**  
CFO

Place : Mumbai  
Date :22.05.2015



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd. Notes forming part of the financial statements

Notes	Particulars
<b>1</b>	<b>Corporate information</b> M. B. Parikh Finstocks Limited (hereinafter referred to as "the company") is a member of National Stock Exchange and deals in trading in shares, securities and commodities through recognised stock Exchanges in India.
<b>2</b>	<b>Significant Accounting Policies</b>
<b>2.01</b>	<b>Basis of accounting and preparation of financial statements</b> The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
<b>2.02</b>	<b>Use of estimates</b> The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
<b>2.03</b>	<b>Inventories</b> As the company is involved in trading and investing in shares, stocks, bonds and other funds, it does not carry stock in trade. Securities held for trading is considered as a current Investment.
<b>2.04</b>	<b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b> Cash comprises cash on hand. Cash equivalents are balance in current accounts with bank(s) and demand deposits with banks (with an original maturity of three months or less).
<b>2.05</b>	<b>Cash flow statement</b> Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
<b>2.06</b>	<b>Depreciation and amortisation</b> Depreciation on Fixed Assets is provided on Written Down Value method at the rates prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to fixed assets and assets disposed off / discarded is charged on pro-rata basis. Assets costing less than ₹ 5,000 each are fully depreciated in the year of capitalisation.
<b>2.07</b>	<b>Revenue recognition</b> <b>a. Income from services</b> Brokerage income is recognised on the trade date of transaction upon confirmation of the transaction by recognised Stock Exchange and the client. The Company has trading activities in Derivative segment in Shares and Commodities. Derivative contracts are marked-to-market and loss, if any, is recognised in the Statement of Profit and Loss as at the Balance Sheet date. Gains arising on the same are not recognised, until realised, on grounds of prudence. <b>b. Other income</b> Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established.
<b>2.08</b>	<b>Tangible fixed assets</b> Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use, net of CENVAT (where claimed), excluding government grant, borrowing cost for qualifying assets.
<b>2.09</b>	<b>Investments</b> Investments are classified as long term and Current based on their nature and intended holding period. Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. The diminution in value, if any, of investment in funds is taken as per the published annual audited results of relevant fund.



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd.

### Notes forming part of the financial statements

Notes	Particulars
<b>2.10 Employee benefits</b>	As the number of employees of the company is below the prescribed limit for Registration under the Payment of Gratuity Act, 1972; Employees Provident Funds and Miscellaneous Provisions Act, 1952 or any other Act pertaining to employee benefits, the company has not provided for such employee benefits. Bonus is paid to employees as decided by the Management.
<b>2.11 Segment reporting</b>	Considering the nature of Company's business and operations, there is no reportable segment (business and / or geographical) in accordance with the requirement of Accounting Standard – 17 'Segment Reporting', prescribed under the Companies (Accounts) Rules, 2014.
<b>2.12 Earnings per share</b>	Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, by the number of equity shares considered for deriving basic earnings per share.
<b>2.13 Taxes on income</b>	<p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.</p>
<b>2.14 Provisions and contingencies</b>	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent Assets are not recognised in financial statements.
<b>2.15 Derivative contracts</b>	<p>The Company has trading activities in Derivative segment in Shares and Commodities.</p> <p>Derivative contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.</p>
<b>2.16 Impairment of Assets</b>	The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.
<b>2.17 Service Tax Input Credit</b>	Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.



# M. B. PARIKH FINSTOCKS LIMITED

M. B. Parikh Finstocks Ltd.  
Notes forming part of the financial statements  
Note 3 Share Capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares		Number of shares	
(a) Authorised Equity shares of ₹ 10 each with voting rights	7,500,000 3,000,000	75,000,000 30,000,000	7,500,000 3,000,000	75,000,000 30,000,000
(b) Issued Equity shares of ₹ 10 each with voting rights	3,000,000	30,000,000	3,000,000	30,000,000
(c) Subscribed and fully paid up Equity shares of ₹ 10 each with voting rights	3,000,000	30,000,000	3,000,000	30,000,000
<b>Total</b>	<b>3,000,000</b>	<b>30,000,000</b>	<b>3,000,000</b>	<b>30,000,000</b>

Note: 1

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of
Equity shares with voting rights				
Digant Mahesh Parikh	606,796	20.23%	606,796	20.23%
Mahesh Bhogilal Parikh	302,100	10.07%	302,100	10.07%
Akansha Consultancy Services	282,228	9.41%	280,300	9.34%
Monalisa Digant Parikh	248,010	8.27%	248,010	8.27%
Gita Mahesh Parikh	219,924	7.33%	219,924	7.33%

Note: 2

For the period of five years immediately preceding the date as which the Balance Sheet is prepared:  
(A) No shares were allotted as fully paid-up pursuant to contracts without payment being received in cash.  
(B) No shares were allotted as fully paid-up by way of bonus shares.  
(C) No shares were bought back.

Note 4 Reserves and surplus

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) General reserve		
Opening balance	668,409	668,409
Less: Depreciation adjusted consequent upon implementation of Schedule II of the Companies Act, 2013.	149,538	0
Closing balance	518,871	668,409
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	5,425,313	5,384,458
Add: Profit / (Loss) for the year	723,001	40,855
Closing balance	6,148,314	5,425,313
<b>Total</b>	<b>6,667,184</b>	<b>6,093,722</b>

Note 5 Long-term borrowings

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Term loans		
Vehicle Loan (Secured)	539,067	829,996
<b>Total</b>	<b>539,067</b>	<b>829,996</b>

Note:

Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings :

Particulars	Terms of Repayment and Security*	As at 31 March, 2015	As at 31 March, 2014
Term loans from banks:			
ICICI BANK	60 EMIs - Vehicle (Car)	150,568	204,021
KOTAK MAHINDRA PRIME LTD	60 EMIs - Vehicle (Car)	388,499	625,975
<b>Total</b>		<b>539,067</b>	<b>829,996</b>



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd. Notes forming part of the financial statements

### Note 6 Other current liabilities

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Current maturities of long-term debt	290,929	260,954
(b) Other payables		
Trade / security deposits received	970,001	970,000
Bank Overdraft	-	900,985
Book Overdraft	-	1,071,940
Creditor for Expenses	605,368	-
<b>Total</b>	<b>1,866,298</b>	<b>3,203,879</b>

### Note 7 Short-term provisions

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Provisions		
Provision for Corporate Tax	125,000	0
Provision for Expenses	91,348	99,084
	216,348	99,084
<b>Total</b>	<b>216,348</b>	<b>99,084</b>



# M. B. PARIKH FINSTOCKS LIMITED

M. B. Parikh Finstocks Ltd.  
Notes forming part of the financial statements

## Note 8 Fixed assets

A. Tangible assets	Gross Block			Accumulated depreciation			Net Block	
	Balance as at April 1, 2014	Additions	Disposals	Balance as at March 31, 2015	Balance as at April 1, 2014	Adjusted / Written Back #	Eliminated on disposal of assets	Balance as at March 31, 2015
(a) Buildings	1,292,800	0	0	1,292,800	629,155	0	0	663,645
(b) Plant and Equipment-Computers	3,182,710	174,725	0	3,357,435	3,075,990	26,993	0	106,720
(c) Furniture and Fixtures	1,193,516	0	0	1,193,516	1,070,847	30,705	0	122,669
(d) Vehicles	3,118,258	0	0	3,118,258	827,601	0	0	2,290,657
(e) Office equipment	420,182	112,769	0	532,951	237,769	91,841	0	182,413
<b>Total</b>	<b>9,207,466</b>	<b>287,494</b>	<b>0</b>	<b>9,494,960</b>	<b>5,841,362</b>	<b>149,538</b>	<b>0</b>	<b>3,366,104</b>
<b>Previous year</b>	<b>7,448,832</b>	<b>1,758,634</b>	<b>0</b>	<b>9,207,466</b>	<b>5,415,751</b>	<b>0</b>	<b>0</b>	<b>2,033,081</b>

# Consequent upon enactment of Schedule-II of the Companies Act, 2013, the Fixed Assets have been reclassified. In the respect of the fixed assets which have completed their respective useful lives, an amount of Rs. 238,981 has been adjusted against the opening balance of retained earnings.



# M. B. PARIKH FINSTOCKS LIMITED

**M. B. Parikh Finstocks Ltd.**  
Notes forming part of the financial statements

## Note 9 Non-current investments

Particulars	As at 31 March, 2015	As at 31 March, 2014
Other Investments (Unquoted) (At cost):		
(a) Investment in equity instruments	608,625	1,173,625
(b) Other non-current investments in Funds	2,369,659	3,947,436
<b>Total</b>	<b>2,978,284</b>	<b>5,121,061</b>

## Note 10 Long-term loans and advances

Particulars	As at 31 March, 2015	As at 31 March, 2014
Unsecured, considered good		
NSE Card & Deposits	6,100,000	6,600,000
Advances for Fixed Asset	0	1,000,000
<b>Total</b>	<b>6,100,000</b>	<b>7,600,000</b>

**M. B Parikh Finstocks Ltd.**  
Notes forming part of the financial statements

## Note 11 Current investments

Particulars	As at 31 March, 2015	As at 31 March, 2014
A. Current portion of long-term investments (Unquoted) (At cost)		
Investment in Venture Capital Fund	2,369,659	2,100,660
B. Other current investments (At lower of cost and fair value, unless otherwise stated)		
(a) Investment in equity instruments (Quoted)	904,467	1,011,712
(b) Investment in Futures & Options (Quoted)	293,974	183,870
(c) Investment in NCD (Unquoted)	414,733	10,183,452
<b>Total</b>	<b>3,982,832</b>	<b>13,479,694</b>



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd.

### Notes forming part of the financial statements

#### Note 12 Trade receivables

Particulars	As at 31 March, 2015	As at 31 March, 2014
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	247,494	507,421
Unsecured, considered good	52,196	109,355
<b>Total</b>	<b>299,690</b>	<b>616,776</b>

#### Note 13 Cash and bank balance

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Cash on hand	16,777	5,195
(b) Cheques on hand	1,827,592	0
(c) Balances with banks		
(i) In current accounts	553,497	836,695
(ii) In deposit accounts	11,925,000	1,525,000
(iii) In earmarked accounts		
- Balances held as margin money or security against borrowings, guarantees and other commitments*	5,783,491	5,583,398
<b>Total</b>	<b>20,106,357</b>	<b>7,950,288</b>

#### Notes:

- Rs. 33,00,000 are held by National Stock Exchange as Margin Deposit
- Rs. 24,83,491 are held in the name of The Nazir Civil Court, Ahmedabad towards claims against the Company per Note 21.



## M. B. PARIKH FINSTOCKS LIMITED

### M. B. Parikh Finstocks Ltd. Notes forming part of the financial statements

#### Note 14 Short-term loans and advances

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Loans and advances to employees	121,128	82,628
(b) Balances with government authorities		
Refund admitted as due	93,079	110,332
Advance Tax & TDS	120,849	65,988
(c) Prepaid expenses - Unsecured, considered good	63,540	15,581
(d) Deposits with other company	3,450,000	3,450,000
<b>Total</b>	<b>3,848,596</b>	<b>3,724,529</b>

#### Note 15 Other current assets

Particulars	As at 31 March, 2015	As at 31 March, 2014
Interest accrued on deposits	1,433,997	667,805
<b>Total</b>	<b>1,433,997</b>	<b>667,805</b>



# M. B. PARIKH FINSTOCKS LIMITED

**M. B. Parikh Finstocks Ltd.**  
Notes forming part of the financial statements

## Note 16 Revenue from operations

	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
(a)	Revenue from services (Refer Note (i) below)	1,107,781	924,535
(b)	Other operating revenues (Refer Note (ii) below)	582,484	438,405
	<b>Total</b>	<b>1,690,265</b>	<b>1,362,940</b>

Note	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
(i)	Revenue from services comprises : Brokerage CDSL Charges	1,091,869 15,912	856,811 67,724
	<b>Total - Sale of services</b>	<b>1,107,781</b>	<b>924,535</b>
(ii)	Other operating revenues comprise: Income from Share Trading activity	582,484	438,405
	<b>Total - Other operating revenues</b>	<b>582,484</b>	<b>438,405</b>

## Note 17 Other income

	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
(a)	Interest	1,757,328	1,184,498
(b)	Net Gain on sale of investments	2,097,272	1,126,628
(c)	Dividend	47,303	15,809
(d)	Other miscellaneous income	200,308	29,071
	<b>Total</b>	<b>4,102,211</b>	<b>2,356,006</b>
	Interest income comprises of Interest on:		
	Bank deposits	1,147,214	636,821
	Corporate Deposits	442,533	356,441
	Income tax refund	0	11,970
	Other interest	167,581	179,266
	<b>Total - Interest income</b>	<b>1,757,328</b>	<b>1,184,498</b>



# M. B. PARIKH FINSTOCKS LIMITED

## M. B. Parikh Finstocks Ltd.

### Notes forming part of the financial statements

#### Note 18 Employee benefits expense

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Salaries and wages	1,682,379	1,565,310
Staff welfare expenses	31,651	31,060
<b>Total</b>	<b>1,714,030</b>	<b>1,596,370</b>

#### Note 19 Finance costs

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
(a) Interest expense:		
- On borrowings	103,666	152,513
- On delayed payment of income tax	2,595	1,700
(b) Bank charges	12,900	12,852
<b>Total</b>	<b>119,161</b>	<b>167,065</b>

## M. B Parikh Finstocks Ltd.

### Notes forming part of the financial statements

#### Note 20 Other expenses

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Stock Exchange Charges	242,570	41,326
Listing Fees and Share Transfer Exp	164,380	90,047
Reduction in the carrying amount of investments	179,851	120,670
Electricity	81,500	82,080
Repairs and maintenance	417,518	7,540
Furniture repairs	378,250	0
Insurance	92,513	31,953
Rates and taxes	38,967	42,256
Communication	105,432	98,478
Office Expenses	104,991	127,128
Vehicle expenses	118,704	83,246
Legal and professional expenses	292,500	248,064
Payments to auditors (Refer Note below)	85,600	80,000
Directors' Sitting Fees	98,000	12,500
Miscellaneous expenses	234,591	577,963
<b>Total</b>	<b>2,635,367</b>	<b>1,643,251</b>

#### Note:

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Payments to the auditors comprises:		
For Statutory Audit	40,000	35,000
For Taxation Matters	30,600	25,000
For Tax Audit	15,000	20,000
<b>Total</b>	<b>85,600</b>	<b>80,000</b>



# M. B. PARIKH FINSTOCKS LIMITED

M. B. Parikh Finstocks Ltd.

Notes forming part of the financial statements

Note	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
21	<b>Contingent liabilities to the extent not provided for</b>		
	Claims against the company not acknowledged as debt	1,500,000	1,500,000
22	<b>Basic and diluted earnings per share</b>		
	Net profit / (loss) for the year from continuing operations	723,001	40,855
	Weighted average number of equity shares	3,000,000	3,000,000
	Earnings per share from continuing operations - Basic	0.24	0.01
	Face value per equity share	10.00	10.00
23	<b>Deferred tax liability</b>		
	Tax effect of items constituting deferred tax liability		
	Depreciation	142,347	203,689
	<b>Total</b>	<b>142,347</b>	<b>203,689</b>



# M. B. PARIKH FINSTOCKS LIMITED

M. B. Parikh Finstocks Ltd.

Notes forming part of the financial statements

Note	Particulars				
24	Related party transactions				
24.a	Details of related parties:				
	Description of relationship	Names of related parties			
	Key Management Personnel (KMP)	Mahesh Parikh			
	Relatives of KMP	Mrs. Gita Parikh Mr. Digant Parikh Mrs. Monalisa Parikh			
	Companies/Partnership Firms in which KMP Relatives of KMP can exercise significant influence	Akansha Consultancy Services Limited Parikh Shares & Stocks Private Limited Shreenathji Investment & Finance Parikh Securities Private Limited			
Related parties have been identified by the Management.					
Details of related party transactions during the year ended 31 March, 2015 and balances outstanding as at 31 March, 2015:					
24.b		KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
	Remuneration and Incentives	600,000	0	0	600,000
		450,000	0	0	450,000
	Aggregate Fund Inflows ( Includes transactions of Purchase/ Sale of Equity Shares in Stock Exchange & Pay in/Pay out)	0	0	16,683	16,683
		652,000	343,293	523,933	1,519,226
	Aggregate Fund Outflows ( Includes transactions of Purchase/ Sale of Equity Shares in Stock Exchange & Pay in/Pay out)	17,265	63,999	281,071	362,335
		652,000	163,611	1,019,491	1,835,102
	Balance outstanding as at 31 March, 2015				
	Receivables	0	0	0	0
		0	0	16,683	16,683
Payable	1,00,000	0	0	1,00,000	
	2,265	0	71	2,336	
Note : Figures in Bold relate to the Current Year					



## M. B. PARIKH FINSTOCKS LIMITED

### M B PARIKH FINSTOCKS LIMITED

Regd. Office: 705, Galav Chambers, Sayajigunj, Vadodara – 390 005

CIN: L65910GJ1994PLC021759

Telefax No.(0265) 23 62 909 Email: mbpfin@vsnl.com

### ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Attendance Slip on request.

Master Folio No.: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

Mr./Ms./Mrs.: \_\_\_\_\_

Address: \_\_\_\_\_

I/We record my/our presence at the 21<sup>st</sup> Annual General Meeting to be held on Saturday, 22<sup>nd</sup> August 2015 at 12.30 p.m. at the registered office of the Company at 705, Galav Chambers, Sayajigunj, Vadodara – 390 005.

\_\_\_\_\_  
(Proxy's Name in Block letters)

\_\_\_\_\_  
(Member's /Proxy's Signature#)

### Form No. MGT-11

### Proxy form

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

CIN	L65910GJ1994PLC021759
Name of the company	M B PARIKH FINSTOCKS LIMITED
Registered office	705, Galav Chambers, Sayajigunj, Vadodara – 390 005
Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	DP ID



## M. B. PARIKH FINSTOCKS LIMITED

I/We, being the member (s) of .....shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

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 21<sup>st</sup> Annual General Meeting to be held on **22-8-2015** at 705, Galav Chambers, Sayajigunj, Vadodara – 390 005 at **12.30 p.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: RESOLUTIONS

For Against

1. Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2015		
2. Re-appointment of Mr. Mahesh Bhogilal Parikh (DIN 00212486), who retires by rotation.		
3. Appointment of M/s. B.R. Pancholi & Co., as Auditors & fixing their remuneration.		
4. Appointment of Mrs. Monalisa Digant Parikh as Director		

Signed this..... day of..... 2015

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.**



This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



**M. B. PARIKH  
FINSTOCKS  
LIMITED**

Regd Office : 705, Galav Chambers, Sayajiganj,  
Vadodara-390 005. • Tel. : (0265) 236 2909

CIN No. : L65910GJ1994PLC021759

**FORM A**

1.	Name of the Company	M. B. PARIKH FINSTOCKS LTD
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A

For: **M.B.PARIKH FINSTOCKS LTD**

  
**MANAGING DIRECTOR**

   
**DIRECTOR DIRECTOR**

For **B R Pancholi & Co.**  
Chartered Accountants  
FRN: 107285W



  
**CA B R Pancholi**  
Partner  
Membership No. 041254

Date : 22.05.2015  
Place : Mumbai