

MARVEL

CAPITAL & FINANCE (INDIA) LIMITED

**TWENTIETH
ANNUAL REPORT
2013-2014**

MARVEL CAPITAL & FINANCE (INDIA) LIMITED

BOARD OF DIRECTORS

SHRI SAURABH RATHI	MANAGING DIRECTOR
SMT MANJU RATHI	DIRECTOR
SHRI PRADEEPJAIN	DIRECTOR
MS. SANDHYA BADEKAR	DIRECTOR

AUDITORS

S M PALSULE DESAI & CO.
CHARTERED ACCOUNTANTS
PARIJAT, PLOT NO. 6
ROAD NO. 1, J. P. NAGAR
GOREGAON (EAST), MUMBAI - 400063.

REGISTERED OFFICE

4, GYAN NAGAR, L.T. ROAD,
BORIVALI (WEST),
MUMBAI-400 0092.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE Nineteen ANNUAL GENERAL MEETING OF THE MEMBERS OF MARVEL CAPITAL & FINANCE (INDIA) LIMITED WILL BE HELD ON 30th September, 2014 AT 11.30 A.M. AT 4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt Profit & Loss Account for the year ended 31st March, 2014 and the Balance Sheet, as that date, the Reports of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Pradeep Jain who retires by rotation and being eligible, offer herself for reappointment.
- 3 To ratify the appointment of Ms. Sandhya Sahebrao Badekar as Independent Director of the Company
- 4 To appoint Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

- 1 A Member entitled to attend and vote 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 instrument appointing proxy must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.
- 2 All documents referred to in the accompanied Notice are open for inspection at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days except Saturday and holidays upto the date of Annual General Meeting.
- 3 The Register of Members and the Share Transfer Books of the Company will remain closed from 08.09.2014 to 10.09.2014 (both days inclusive) for the purpose of Annual General Meeting.
- 4 Shareholder intending to require information about accounts to be explained at the meeting are requested to furnish queries to the Company at least 10 (ten) days advance of the Annual General Meeting.
- 5 The members are requested to intimate to Registrar & Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072 for charges, if any, in their Registered addresses at an early date.
- 6 Members / Proxies who attend the meeting are requested to bring the enclosed attendance slip duly filled and deliver the same at the entrance of the meeting hall.
- 7 Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
- 8 Members are requested to quote Folio Numbers in all correspondence. Members holding share in identical order of names in more than one folio are requested to write to Company to consolidate their holding in one folio.

For **MARVEL CAPITAL & FINANCE (INDIA) LTD.**

Saurabh Rathi
MANAGING DIRECTOR

Registered Office:

**4, Gyan Nagar, L.T. Road,
Borivali (West), Mumbai-400 0092.**

Date : 04/09/2014

DIRECTORS' REPORT**TO THE MEMBERS,**

On behalf of the Board of Directors I have great pleasure in presenting to you the 20th Annual Report together with the Audited Financial Statement of the Company for the year ended on 31st March 2014 and other accompanying reports, notes and certificates.

FINANCIAL RESULTS:

	Year Ended 31.03.2014 (Rs. in Lacs)	Year Ended 31.03.2013 (Rs. in Lacs)
Total Income		
Total Expenditure	0.15	0.51
Profit/(Loss) before Depreciation	(0.15)	(0.51)
Depreciation	0.09	0.04
Profit/(Loss) Before Tax	(0.24)	(0.55)
Deferred Tax Charge		
Net Profit/(Loss)	(0.24)	(0.55)
Appropriations	(374.08)	(373.53)
Balance transferred to Balance Sheet	(374.08)	(374.08)

DIVIDEND:

In view of insufficient profit, the Directors have not recommended any Dividend for the year ended 31st March, 2014

OPERATIONS:

Due to variance in market conditions, the performance of the company for the year ended on 31st March, 2014 is decreased over the previous year.

COMPANY'S PERFORMANCE:

Due to variance in market conditions, the loss before tax was Rs. 0.24 Lacs as compare to loss of Rs.0.55 Lacs in the previous year..

PUBLIC DEPOSITS:

The company has not accepted any deposits under section 58A of the Companies Act, 1956 from the public during the year.

STOCK EXCHANGE LISTINGS:

Equity Shares of the Company are listed on The Bombay Stock Exchange Ltd. The Company confirms that it has paid annual listing fees to the above Exchange for the year 2013-2014.

DEMATERIALISATION OF SHARES:

Company has dematerialized its shares with both depositories viz. Central Depository Services(India) Ltd.

(CDSL) and National Securities Depository Ltd. (NSDL)

PARTICULARS REGARDING EMPLOYEES:

Information required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act,

1956 is not applicable to the Company during the year under review.

DIRECTORS:

Shri. Pradeep Jain retires by rotation at the ensuring Annual General Meeting of the Company and being eligible offers himself for re-appointment. Your Directors recommend his reappointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 217(2AA) of the Companies Act 1956 the Directors confirm that.

- 1 In the preparation of the annual account for the year ended 31st March, 2014 the applicable accounting standards have been followed except as stated in the Notes to Accounts attached to the Annual account.
- 2 Appropriate accounting policies have been selected and applied consistently, and have made judgments' and estimates that are reasonable and prudent so as to give a True & Fair View of the state of affairs of the Company as at March 31, 2014 and Loss of the Company for the year.
- 3 proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- 4 The annual accounts have been prepared on a going concern basis.

DEPOSITS SYSTEM:

Securities & Exchange Board of India (SEBI) has made compulsory trading of the company's Equity shares in dematerialized from mandatory in the line with this, the company has entered into Tripartite Agreement with Central Depository Services (India) Limited and shares Dynamic (India) Pvt. Ltd., Registrars for depository system. The company has also into a Tripartite Agreement with National Securities Depository Ltd. (NSDL) and Sharex Dynamics (India) Pvt. Ltd., Registrars for depository system. The shareholders are requested to send their shares for dematerialization at the earliest.

AUDITORS:

Members are requested to appoint Auditors and fix their remuneration. M/s. S M Palsule Desai & Co., the retiring Auditors are eligible for re-appointment. The Company has received a Certificate from them to the effect that his appointment, if made, will be within the prescribed limit under section 224(1-B) of the companies act, 1956.

AUDITORS' REPORT:

The notes to the accounts referred to in the Auditor's Report are self explanatory and therefore do not call for any further explanation.

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange Earnings Rs. NIL

Foreign Exchange outgoing Rs. NIL

MANAGEMENT DISCUSSION AND ANALYSIS:

As per clause 49 of the Listing Agreement with Stock Exchange, your company is required to give a note on management discussion and analysis with regards to company perception. A report on the same is given separately as Annexure- 'I'.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of Listing Agreement with Bombay Stock Exchange, Management Discussion and Analysis, a report on Corporate Governance and Certificate from the Auditors of the Company regarding compliance of the condition of corporate governance by the Company is attached to this Annual Report.

Further, a declaration signed by the member of the Board affirming compliance with the Code of Conduct by all Board members and Senior Management Personnel is attached to this report. A report on the same is given separately as Annexure - 'II'

ACKNOWLEDGEMENTS:

Your Directors would like to express their grateful appreciation for the assistance and continued co operation extended by all its employees, Banks, Government Authorities, shareholders and all other business associates towards efficient operation of your company.

For and on behalf of Board of Directors

**Saurabh Rathi
DIRECTOR**

Registered Office:

**4, Gyan Nagar, L.T. Road,
Borivali (West), Mumbai-400 0092.**

Date : 31.07.2014

ANNEXURE-'I' TO THE DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**(a) FINANCIAL SECTOR:**

The overall economy has performed well in the year 2013-14 with a GDP growth of about 5%. However, despite various economic and financial reforms, no major improvement is seen in the sector of financial business. The prolonged adverse factors prevailing in the same sector has continued to hamper the growth of concerned companies.

(b) SEGEMENT –WISE PERFORMANCE:

Segments have been identified in line with the Accounting Standard on Segment Reporting (As-17), taking into account the company's organization structure as well as the differential risks and return of these segments. Segment Revenue and Capital Employed figures includes expenses incurred at corporate level, which relate to the company as a whole.

(c) OUTLOOK FOR THE COMPANY:

With the improvement in economic activities your Company is expected to increase the business activities in future. However, Company is unable to infuse fresh fund of its own or vis strategic investor. The company will concentrate on its financial & investment banking business.

(d) OPPORTUNITIES & THREATS:

The Company is totally relied on financial business, presently it is very difficult to compete in the market. The company is facing tight competition from big organization having wide network and sound financial conditions.

(e) RISKS & CONCERNS:

The Company is engaged in the business of finance and by its very nature is exposed to credit and investment risk. The company has been facing severe competition from the big companies which are in the similar business for longer time.

(f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has not proper and adequate system of internal control looking to its size and business. The internal control system of the Company is designed to ensure that the financial and other records are reliable, for preparing financial statements and other data, and for maintaining accountability of assets.

(g) HUMAN RESOURCES:

The Company is deriving maximum output from the existing employees through motivation. There has been no material development in human resources during the year under review.

ANNEXURE-'II' TO THE DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with Bombay Stock Exchange Ltd. This Report on Corporate Governance is divided into the following parts.

- I Philosophy on code of Corporate Governance
- I Board of Directors
- I Audit committee
- I General Body Meetings
- I Disclosures
- I Means of Communication
- I General Shareholder information

A. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**Basic Philosophy**

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine management's ability to take sound decisions vis-à-vis its entire stakeholders-in particular, its shareholders, creditors, the state and employees. There is a global consensus on the objective of Good Corporate Governance, maximizing long- term shareholder value.

Since shareholders are residual claimants, this objective follows from a premise that in well -performing capital and

financial markets, whatever maximizes shareholder value must necessarily maximize corporate value, and best satisfy the claims of creditors, employees and the state.

A company, which proactively complies with law and adds value to it through Corporate Governance initiatives, would also command a higher value in the eyes of present and prospective shareholders.

The basic philosophy of Company is that corporate Governance is not an end in itself but is a catalyst in the process of maximization of shareholder value. Therefore, shareholder value as an objective is the basic premise in all aspects of corporate governance.

Compliance with revised clause 49 of the Listing Agreement

The company has complied with the revised clause 49 of the listing agreement.

During the year under review, the Company laid down and adopted Code of conduct for the Board of Directors. The Code of conduct prescribes certain dos and don'ts to the Directors to promote ethical conduct accordance with the stated values of the company and also to meet the prescribed statutory requirements.

Name of	Designation	Executive Non-Executive Independent	No. of other Public Limited Companies in which Director	No. of Committee Chairmanship/ Membership	
				Chairman	Member
Shri Saurabh Rathi	Chairman	Promoter/ Non-Executive	1	Nil	Nil
Smt. Manju Rathi	Director	Promoter/ Non-Executive	1		Nil
Ms. Sandhya Badekar	Director	Non –Executive/ independent	Nil		Nil
Shri Pradeep Jain	Director	Non –Executive/ independent	1		Nil

B) Board Procedure:

The Board of Directors comprises of a Director, Executive director and two Non-Executive / Independent Directors.

During the financial year, five Board Meetings were held on 2nd May 2013, 30th May, 2013, 09th August, 2013, 09th September, 2013, and 29th January, 2014.

Attendance of each director at the Board Meetings and last Annual General Meeting:

Name of Director	No. of Board Meetings attended	Attendance at last AGM held On 29.09.2013
Shri Saurabh Rathi	5 out of 5	Yes
Ms. Sandhya Badekar	5 out of 5	Yes
Smt. Manju Rathi	5 out of 5	Yes
Shri Pradeep Jain	5 out of 5	Yes

C. Directors Seeking appointment/re-appointment:

At the ensuing Annual General Meeting Smt. Manju Rathi retires by rotation and being eligible, offers himself for the reappointment.

D. Code of Conduct:

During the year under review, the Board had laid out a Code of Conduct for all its Board members and Senior Management Personnel. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the period ended March 31, 2014.

E. CEO/CFO Certification:

The CEO/CFO Certification as required under Clause 49 V of the Listing Agreement with Bombay Stock Exchange is annexed.

F. Remuneration committee:

The company does not have a formal Remuneration Committee. However, all decision regarding the remuneration of Executive directors are taken by the Board of directors subject to approval from shareholders at Annual General Meeting and central Government, wherever required as per the provisions of Companies Act, 1956.

3 AUDIT COMMITTEE:

The Audit Committee was constituted by the Board in accordance with section 292A of the Companies Act, 1956. The terms of reference of the Audit committee are as stated in Clause 49 of the Standard Listing Agreement, Section 292A of the Companies Act, 1956 and include:

- 1 Review of the financial reporting process of the Company.
- 2 Recommending to the Board, the appointment, re-appointment and if required the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory for any other services rendered by statutory auditors.
- 4 Reviewing with the management the annual financial statements before submission to the Board for approval with particular reference to:
 - a. Matters required being included in the Director's responsibility statement.
 - b. Changes if any in the accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercised of judgment by the Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft Audit Report.
- 5 Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- 6 Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 7 Review of management letters issued by statutory auditors.
- 8 Reviewing the adequacy of internal audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- 9 Discuss with internal auditors any significant findings and follow-up thereon.
- 10 Reviewing the findings of any internal investigations by the internal auditors.
- 11 Discussion with statutory auditors before commencement of the audit about the nature and scope of audit and concern areas if any post.
- 12 Reviewing mandatorily the following.
 - a. Management Discussion and Analysis of financial condition and results of operation;
 - b. Statement of significant related party transactions;
 - c. The appointment, removal and terms of remuneration of the Chief internal Auditor.

A. THE AUDIT COMMITTEE COMPRISES OF THE FOLLOWING MEMBERS:

Terms of Reference and composition, Names of Members and Chairman

The Audit Committee comprises of Shri Saurabh Rathi, member, Smt. Manju Rathi, member and Pradeep Jain, Chairman. The terms of reference of this committee cover all matters specified for audit Committee under the Listing Agreement.

B. MEETING AND ATTENDANCE:

Five meetings were held on 2nd May 2013, 30th May, 2013, 09th August, 2013, 09th September, 2013, and 29th January, 2014 Attendance of Member:

Name of Member	No. of Meetings Attended
Shri Saurabh Rathi	5
Shri Pradeep Jain	5
Smt. Manju Rathi	5
Ms. Sandhya Badekar	5

C. INVESTOR'S/SHAREHOLDERS' GRIEVANCE COMMITTEE:

The company's Investors'/Shareholders' Grievance Committee met four times during the year. The Members of the Committee are Shri Saurabh Rathi, member, Smt. Manju Rathi, member and Pradeep Jain, Chairman, the Compliance Officer of the Company.

The Company's Registrars Sharex Dynamic (India) Pvt. Ltd. had not received any letters/complaints during the financial year.

4 DISCLOSURE:**A GENERAL BODY MEETINGS:**

The last three Annual General Meetings were held as under:

Financial year	Date	Time	Meeting No.	Location
2010-11	30.09.11	11.30 a.m.	Seventeen	Mahalaxmi Industrial Estate, Unit No. 2, First Floor, Gandhi Nagar, Lower Parel (W) Mumbai - 400013.
2011-12	30.09.12	11.30 a.m.	Eigtheen	Mahalaxmi Industrial Estate, Unit No. 2, First Floor, Gandhi Nagar, Lower Parel (W) Mumbai - 400013.
2012-13	30.09.13	11.30 a.m.	Nineteen	4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092.

All the resolutions set out in the respective Notices were passed by the shareholders.

No resolution was required to be passed by postal ballot.

B. RELATED PARTY TRANSACTIONS:

Disclosure on material significant party transaction i.e. transaction of the Company of material nature with its Promoters, Directors or the Management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large if any have been disclosed.

None of the transaction with any of the related parties was in conflict with the interests of the Company.

C. CONFLICT OF INTEREST:

None of the Senior Management Personnel had any material transaction with any of the related parties had been in conflict with the interests of the Company.

5 MEANS OF COMMUNICATION:

Half yearly report sent to each household of shareholders	No, as the results of the Company is published in the newspapers.
Quarterly result Results in Business Standard and Mumbai Mitra	The Company has published its Quarterly
Any Website, where displayed	www.mcfl.in
Whether it also displays official news releases and the presentation made to institutional investors or to the analysts newspapers in which results are normally published in Management Discussion & Analysis	No This forms part of the Annual Report which is posted to the shareholders of the Company.

A. NON MANDATORY REQUIRMENTS:

(i) SHAREHOLDERS' RIGHTS:

Not taken up in view of regular publishing of quarterly results.

(ii) POSTAL BALLOT:

The Provisions relating to the Postal Ballot will be complied with wherever applicable.

6 SHARE TRANSFERS AND HOLDINGS:

A) Share Transfer System: The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are affected within twenty one days. The Board has appointed Mr. Saurabh Rathi as the Compliance Officer.

B) SHAREHOLDING PATTERN AS ON 31.03.2014

CATEGORY	NO OF SHARES HELD	PERCENTAGE OF SHARE HOLDING
A. Promoter's Holding		
1 - Indian Promoters Mahagauri Investments Ltd	681728	13.635
- Foreign Promoters	0	.000
2. Persons acting in concert	0	.000
Sub-Total	681728	13.635
B. Non-Promoters Holding	0	.000
3. Institutional Investors		
a. Mutual Funds and UTI	0	.000
b. Banks, Financial Institutions, Insurance companies (Central/State Govt. institutions/Non Government Institutions)		
c. FIIs	0	.000
Sub-Total	0	.000
4. Others		
a. Private Corporate Bodies	376750	7.535
b. Indian Public	3920233	78.405
c. NRIs/OCBs	21000	.425
Sub-Total	4317983	86.365
GRAND TOTAL	5000000	100.000

C) DISTRIBUTION SCHEDULES AS ON 31ST MARCH, 2014

Shares	No. of Holders	(%) of Holders	Total Amount	% of Shares
UP TO 5000	512	49.42	10,24,940	2.05
5001 TO 10000	123	11.87	10,92,940	2.19
10001 TO 20000	97	9.36	15,64,730	3.13
20001 TO 30000	56	5.41	14,41,290	2.88
30001 TO 40000	30	2.90	10,90,480	2.18
40001 TO 50000	49	4.73	23,75,760	4.75
50001 TO 100000	72	6.95	55,08,610	11.02
100001 TO ABOVE	97	9.36	3,59,01,250	71.80
TOTAL	1067	100.00	50000000	100.00

20th Annual General Meeting	:	30 th Sept, 2014
Date, Time and Venue	:	at 11.30 a.m. at 4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092.
Financial Calendar: [tentative]	:	
Financial Year	:	April - March
First Quarter Results	:	End July, 2013
Half Yearly Results	:	End October, 2013
Third Quarter Results	:	End January, 2014
Fourth Quarter Results	:	End April, 2014
Date of Book Closure	:	8 th Sept, 2014 to 10 th Sept 2014
Dividend Payment Date	:	No Dividend is recommended for the financial Year 2013-2014
Listings on Stock Exchange	:	Bombay Stock Exchange Ltd.
Demat ISIN Number for CDSL	:	ISIN INE 571D01016 of the company's share are in demat form in CDSL
Demat ISIN Number for NSDL	:	ISIN INE 571D1016 of the company's share are in demat form
Shared Price Data	:	The Market Share Price is Rs.4.93/- as on 04.09.2014
Compliance Officer	:	Ms. Sandhya Badekar
Registered Office	:	4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092.
Address for correspondence	:	Sharex Dynamic (India) Pvt. Ltd
Registrars & Transfer Agents	:	Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072. Tel.: 28515606 / 28515644 Fax : 28512885 E-mail: Sharexindia@vsnl.com
Persons to contact	:	Mr. Avinash
Telephone No(s).	:	28515606 / 28515644
		Investors may also write or contact the Compliance Officer, at the Registered Office of the company for any assistance that they may need. Tel. No. : (022) 22665315 Fax No. : (022) 22665482

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT**The Board of Directors****Marvel Capital & Finance (India) Ltd.**

Mumbai

I have reviewed the financial statement and the cash flow statement for the year ended 31st March 2014 and to the best of my knowledge and belief I hereby state that:

- 1 These statement do not contain any material untrue statement or omit any material fact or contain statement that might be misleading.
- 2 These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations.
- 3 There are to the best of our knowledge and belief, no transactions entered into by the Company during the year 2013-14 which are fraudulent, illegal or violate the Company's code of conduct.
- 4 I accept responsibility for establishing and maintaining internal controls and I have evaluated the effectiveness of the internal control system of the Company. Based on my most recent evaluation, no deficiencies in the design or operation of control were noted.
- 5 I further state that:-

There have been no significant changes in internal control during this year.

There have been no significant changes in accounting policies during the year.

There have been no instances of significant fraud of which we have become aware of and the involvement therein, of management or an employee having a significant role in the Company's internal control system.
- 6 I further declarer that pursuant to clause 49 (1) (d) all Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the current year.

Saurabh Rathi

Director

Mumbai, 04th Sept, 2014

COMPLIANCE REPORT

To the Board of Directors of

Marvel Capital & Finance (India) Ltd.

We have examined the registers, records, books and papers of Marvel Capital & Finance (India) Ltd. (the company), having its Registered Office at **4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092** and having Registration No. (11-78791) L65990MH1994PLC078791 as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the company for the period from 1st April, 2013 to 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify, in respect of the aforesaid financial year, that:

- 1 The necessary registers and records have been maintained properly and in accordance with the requirements.
- 2 All the requisite forms, returns and documents have been filed with the Registrar of Companies and other authorities as per the provisions of the Act and Rules there under.
- 3 All the requirements relating to the meetings of Directors, Committees of Directors and Shareholders as well as relating to the Minutes of the Proceedings thereat have been complied with.
- 4 All appointment/reappointment of directors have been made in accordance with requirements of the Act.
- 5 Due disclosures have been made by the Directors under Section 299 and section 274(1) (g) of the Act. The Company also complied with requirements in pursuance of the disclosure made by its Directors.
- 6 Certificate of Shares and other securities have been issued and the Transfer and Transmission thereof have been registered as per requirement.
- 7 All necessary approvals of Directors, shareholders and other authorities as per requirement have been obtained.
- 8 Disclosure requirements as per Listing Agreements with BSE have been complied with
- 9 The company has complied with the disclosure requirements of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 1997

For Yogesh Dalvi & Associates

**(Company Secretaries)
Proprietor
C.P No. 7538**

**Place: Mumbai
Date: 04/09/2014**

AUDITOR'S CERTIFICATE

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS

To the Members of

Marvel Capital & Finance (India) Limited,

- 1 I have examined the compliance of conditions of Corporate Governance by Marvel Capital & Finance (India) Limited, for the year ended on 31st March, 2014 as situated in clause 49 of the Listing Agreement of the said company with the Stock Exchange (herein after referred to as 'the agreement').
- 2 The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
- 3 In our opinion and based on our view and to the best of our information and according to the explanations given to us, we certify that the conditions of Corporate Governance as stipulated in the Clause 49 of the agreement have been complied with in all material aspects by the Company.
- 4 As required by the Guidance Note issued by The Institute of Chartered Accountants of India, We have to state that based on the report given by the registrars of company to the investors Grievance Committee, as on 31st March, 2014 there were no investor grievance matters against the company remaining unattended/ pending for more than 30 days.
- 5 I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For S M Palsule Desai & Co.
CHARTERED ACCOUNTANTS**

Proprietor
Membership No. : 044338

Mumbai, 04th Sept, 2014

CEO / CFO Certification

The Board of Directors,

Marvel Capital & Finance (India) Limited

Mumbai.

Re: Financial Statements for the year 2013-14 – Certification by CEO and CFO.

We, Manju Rathi Director and Saurabh Rathi Chief Financial Officer of Marvel Capital & Finance (India) Ltd, on the basis of review of the financial statements and the Cash Flow Statement for the financial year ending 31st March, 2014 and to the best of our knowledge and belief

Hereby certify that:

- 1 These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
- 2 These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 3 There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2014 which is fraudulent, illegal or violative of the Company's Code of Conduct.
- 4 We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
- 5 We further certify that:
 - (a) there have been no significant changes in the internal control during this year
 - (b) there have been no significant changes in accounting policies during this year.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein of management or an employee having significant role in the Company's internal control systems.

Manju Rathi
Director
Saurabh Rathi
CFO

Mumbai, 04/09/2014

AUDITOR'S REPORT

To,

The Members of

MARVEL CAPITAL & FIANCE (INDIA) LIMITED

- 1 We have audited the attached Balance Sheet of Marvel Capital & Finance (India) Limited as at March 31, 2014, and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2 We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 As required by the Companies (Auditor's Report) Order, 2003 (the 'Order') (as amended), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (the 'Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 4 Without qualifying our report, we draw attention to Note no 1.2 of Schedule 13 relating to change in method of share stock.
- 5 Further to our comments in the Annexure referred to above in paragraph 3, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 appears from our examination of those books;
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
 - e. On the basis of written representations received from the directors, as on March 31, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account read together with the accounting policies and the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For S M Palsule Desai & Co.

CHARTERED ACCOUNTANTS

Proprietor

Membership No. : 044338

Mumbai, 04th Sept, 2014

Annexure to the Auditors' Report of even date to the members of MARVEL CAPITAL & FINANCE (INDIA) LIMITED, on the financial statements for the year ended March 31, 2014.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) In our opinion a substantial part of fixed assets has not been disposed off during the year.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted or taken any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Therefore, the provisions of clauses 4(iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase and sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. Further, we have not observed any continuing failure to correct major weakness in internal control system of the Company.
- (v) The Company has not entered into contracts or arrangements referred to in section 301 of the Act. Therefore, the provisions of clause 4(v) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (vi) The Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975.
Therefore, the provisions of clause 4(vi) of the Companies Auditor's Report) Order,2003(as amended) are not applicable.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) Since the Company is not engaged in manufacturing, processing, production and mining activities, to the best of our knowledge and belief, provisions of Section 209(1)(d) is not applicable to the Company. Therefore, the provisions of clause 4(viii) of the Companies (Auditor's Report) Order,2003(as amended) are not applicable.
- (ix) (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident funds, investor education and protection fund, employee's state insurance, income-tax, wealth tax, service tax, sales-tax, customs duty, excise duty, cess and undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income-tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute.
- (x) In our opinion, the Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. Further the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) The Company had no borrowings from financial institutions, banks or debenture holders during the given financial year. Therefore, the provisions of clause 4(xi) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.

- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xiv) In our opinion, the Company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. These shares, securities and other securities are held by the Company in its own name, except for the shares pledged with the third party towards margin for trading.
- (xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Therefore, the provisions of clause 4(xv) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xvi) The Company did not have any terms loans outstanding during the year. Therefore, the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xvii) According to information and explanations given to us and on overall examination of the Balance Sheet and Cash Flow Statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotments of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956. Therefore the provisions of clause (xviii) of the Order are not applicable to the Company.
- (xix) The Company has neither issued nor had any outstanding debentures during the year. Therefore, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xx) The Company has not raised any money by public issues during the year. Therefore, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order,2003 (as amended) are not applicable.
- (xxi) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

For S M Palsule Desai & Co.

CHARTERED ACCOUNTANTS
Proprietor
Membership No. : 044338

Mumbai, 04th Sept, 2014

Balance Sheet as at March 31, 2014

	Notes No.	As at March 31, 2014 (Rs.)	As at March 31, 2013 (Rs.)
<u>Equity and Liabilities</u>			
Shareholders' Funds			
Share Capital	2	50,000,000	50,000,000
Reserves and Surplus	3	(37,548,747)	(37,408,402)
TOTAL		12,451,253	12,591,598
<u>Assets</u>			
<u>Non Current Assets</u>			
Fixed Assets			
	4		
Gross Block		95,033	95,033
Less: Depreciation		83,712	74,209
Net Block		11,321	20,824
Long - Term Loans and Advances	5	12,417,508	12,543,350
		12,428,829	12,564,174
Current Assets, Loans and Advances			
Cash and Bank Balances	6	22424	27,424
		22,424	27,424
TOTAL		12,451,253	12,591,598
Significant Accounting Policies and Notes to Accounts	1		

As per our report of even date attached.

For S M Palsule Desai & Co.
Chartered Accountants

For & on behalf of the Board of Directors

Shailesh Palsule Desai
Proprietor
Membership No. 044338

Manju Rathi
Director

Saurabh Rathi
Director

Place : Mumbai
Date :04/09/2014

Profit and Loss Account for the year ended March 31, 2014

	Schedule	2013-14 (Rs.)	2012-13 (Rs.)
Income		-	-
<u>Expenditure</u>			
Depreciation	4	9,503	4,514
Other Expenses	7	130,842	51,076
		140,345	55,590
Profit before tax		(140,345)	(55,590)
Less: Provision for Taxation			
Current Year Taxes		-	-
Deferred Tax charge		-	-
Total Tax Expense		-	-
Profit / (Loss) after tax		(140,345)	(55,590)
Add: Losses brought forward from previous year		(37,408,402)	(37,352,812)
Balance carried to Balance Sheet		(37,548,747)	(37,408,402)
Basic and Diluted Earnings Per Share [F.V Rs. 10/-]		-	-
Significant Accounting Policies and Notes to Accounts	1		

As per our report of even date attached.

For S M Palsule Desai & Co.
Chartered Accountants

For & on behalf of the Board of Directors

Shailesh Palsule Desai
Proprietor
Membership No. 044338

Manju Rathi
Director

Saurabh Rathi
Director

Place : Mumbai
Date :04/09/2014

Cash Flow Statement For The Year Ended March 31, 2014

	For the year ended on March 31, 2014 (Rs.)	For the year ended on March 31, 2013 (Rs.)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) After Tax	(140,345)	(55,590)
Adjustments for :		
Depreciation	9,503	4,514
Operating Profit before Working Capital change	(130,842)	(51,076)
Adjustment for:		
(Increase)/ Decrease in Stock in trade		
(Increase)/ Decrease in Trade Receivables		
(Increase)/ Decrease in Other Current Assets	(10,236)	
Increase/ (Decrease) in Other Current Liabilities		
Net Cash in operating activities (A)	(130,842)	(59,918)
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Investment Sold		
Interest Expense		
Dividend Received		
Net Cash from Investing Activities (B)	-	-
(C) CASH FROM FINANCING ACTIVITIES:		
Loans taken/(repaid)		
Net Cash used in financing activities (C)	-	-
NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)	(130,842)	(59,919)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR	27,424	24,411
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	22,424	27,424
	(5,000)	3,013

Notes:

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on Cash Flow Statement issued by ICAI

FOR & ON BEHALF OF THE BOARD

Place : Mumbai
Date : 31/05/2012

AUDITORS' CERTIFICATE

We have verified the above cash flow statement of Marvel Capital & Finance (I) Limited derived from the Audited Financial statements for year ended 31st March, 2014 and found the same to be drawn in accordance therewith and also with the requirements of Listing Agreement with the Mumbai Stock Exchange

For S M Palsule Desai & Co.

CHARTERED ACCOUNTANTS
Proprietor
Membership No. : 044338

Place : Mumbai
Date : 04/09/2014

Notes For The Year Ended March 31, 2014**Note 2 : Share Capital**

Particulars	As At As at March 31, 2014 Rs.	As At As at March 31, 2013 Rs.
Authorised Capital		
1,00,00,000 Equity Shares of Rs 10/- each	100,000,000	100,000,000
50,00,000 Preference Shares of Rs. 10/- each	50,000,000	50,000,000
50,00,000 Equity Shares of Rs 10/- each	50,000,000	50,000,000
	50,000,000	50,000,000

A) Reconciliation of the shares outstanding is set out below :**Equity Shares**

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the year	5,000,000	50,000,000	5,000,000	50,000,000
Add: Issued during the year	-	-	-	-
Outstanding during the year	5,000,000	50,000,000	5,000,000	50,000,000

Preference Shares

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the year			600,000	6,000,000
Less: Redemption during the year			600,000	6,000,000
	-	-	-	-

B) Terms / Rights attached to equity shares.

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distributions will be proportion to the number of equity shares held by shareholder.

C) Details of Shareholders Holding more than 5% shares

Name of the Shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% held	No. of Shares	% held
Mahagauri Investments Limited	486,100	9.72%	486,100	9.72%
	540,200	10.80%	540,200	10.80%

Particulars	As at March 31, 2014	As at March 31, 2013
Note 3: Reserves and Surplus		
Profit and Loss Account		
As per last Balance sheet	(37,408,402)	(37,352,812)
Add: Surplus / (Deficit)	(140,345)	(55,590)
Net Surplus / (Deficit)	(37,548,747)	(37,408,402)
Note 5: Long-term Loans and Advances		
Other Loans and Advances		
Other	12,543,350	12,543,350
Less: Outstanding Liabilities	(125,842)	
	12,417,508	12,543,350
Note 6: Cash and Bank Balance		
Cash On hand	20,000	25,000
Balance with Banks in Current accounts	2,424	2,424
	22,424	27,424
Note 7: Other Expenses		
Auditor's Remuneration	5,000	15,000
Annual Listing fees	125,842	32,666
Miscellaneous expenses	3,410	
	130,842	51,076

Note 9: Fixed Assets

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As at 01.04.2013	Additions	As at 31.03.2014	Upto 31.03.2013	For the Year	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
1	Office Equipments	95,033	-	95,033	74,209	9,503	83,712	11,321	20,824
	Total Rs.:	95,033	-	95,033	74,209	9,503	83,712	11,321	20,824
	Previous Year Figure	95,033	-	95,033	74,209	4,514	78,723	25,338	29,852

MARVEL CAPITAL & FINANCE (INDIA) LIMITED

REGISTERED OFFICE : 4, GYAN NAGAR, L.T. ROAD, BORIVALI (WEST), MUMBAI-400 0092.

ATTENDANCE SLIP

Name/s of the Shareholder/s

Regd. Folio No. of Shares Held or proxy

I hereby record and confirm my presence at the Twentieth Annual General Meeting of the Company will be held on 30th September, 2014 at 11.30 A.M. at 4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092.

SIGNATURE/S OF THE ATTENDING MEMBERS/S OR PROXY

NOTES :

1. Shareholder/Proxyholder wishing to attend the meeting should bring the attendance slip to the meeting and hand over the same at the entrance duly signed.
2. Shareholder/Proxyholder wishing to attend the meeting should bring this copy of the Annual Report for reference at the meeting.

MARVEL CAPITAL & FINANCE (INDIA) LIMITED

REGISTERED OFFICE : 4, GYAN NAGAR, L.T. ROAD, BORIVALI (WEST), MUMBAI-400 0092.

FORM OF PROXY

I/WE _____ of _____
in district of _____ being a member/members of MARVEL CAPITAL
& FINANCE (INDIA) LIMITED, hereby appoint Shri _____
_____ of _____ in district of _____ (or
failing him) _____ of _____ in
district of _____ as my/our proxy to vote for me/us and
on my/our behalf at the Twentieth Annual General Meeting of the Company will be held on 30th September, 2014
at 11.30 A.M. at 4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092. and at any adjournment thereof.

Signed this _____ day of _____ 2014.

Folio No. _____

No. of Shares Held _____

AFFIX A 1/-
RUPEE
REVENUE
STAMP

Signature of Shareholders

Note : The proxy must be returned so as to reach the Registered Office not less than FOURTY EIGHT HOURS before the time of holding the Nineteenth Annual General Meeting.

TO,

If undelivered please return to:

MARVEL CAPITAL & FINANCE (INDIA) LIMITED

**4, Gyan Nagar, L.T. Road, Borivali (West),
Mumbai-400 0092.**



MARVEL CAPITAL & FINANCE (INDIA) LTD.

4, Gyan Nagar, L T Road Barivali (West) Mumbai 400 092 Maharashtra. Tel No: 022 28781495 Website: WWW.MCF.L.in

Form A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

Name of the Company	Marvel Capital & Finance (India) Ltd
Annual Financial Statement for the year ended	31 st March 2014
Type of Audit observation	No qualification
Frequency of observation	Whether appeared first time / repetitive since how long period NIL
TO BE SIGNED BY <input type="radio"/> CEO/ Managing Director <input type="radio"/> CFO <input type="radio"/> AUDITOR OF THE COMPANY <input type="radio"/> AUDIT COMMITTEE	   