38TH ANNUAL REPORT

ROCKON FINTECH LIMITED

2013-2014

REGISTERED OFFICE: SHOP NO. 26, MEERA CO-OP HSG SOC, NEAR OSHIWARA POLICE STATION, NEW LINK ROAD, ANDHERI (WEST), MUMBAI-400053

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ROCKON FINTECH LIMITED

CIN: L65923MH1976PLC019072

Registered Office: - Shop No.26, Meera Co-op HSG, New Link Road, Near Oshiwara Police Station, Andheri (West), Mumbai: 400053.

BOARD OF DIRECTORS

Smt. Tanu Giriraj Kishor Agarwal	-	Whole Time Director
Ms. Saloni Girraj Kishor Agrawal	-	Director
Shri. Tushar Ramchandra Rane	-	Director
Ms. Madhu Rajkumar Goel	-	Additional Director
Shri. Nirav Deepak Shah	-	Additional Director & CFO

BANKERS

Axis Bank Ltd	-	Andheri (West)
Kotak Mahindra Bank	-	Andheri (West)

AUDITORS:

M/s Pravin Chandak & Associates,
403, New Swapanalok CHS Ltd,
Natakwala Lane, Borivali (West),
Mumbai - 400092

REGISTAR & TRANSFER AGENT

Purva Shareregistry (India) Pvt Ltd
9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai – 400 011

CONTACT US

Web Site: www.rockonfintech.com
Email ID: rockonfintech123@gmail.com

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of ROCKON FINTECH LIMITED will be held on Monday, 29th September, 2014 at E-109, Crystal Plaza, New Link Road, Andheri (West), Mumbai : 400053 at 11:30 A.M to transact the following business:

ORDINARY BUSINESS:

1) To Receive, Consider and Adopt the Audited Accounts for the year ended on 31st March, 2014 and Reports of Directors and Auditors thereon.

2) To Re-appoint Ms. Saloni Agarwal (DIN 03291382) as a director of the Company who retires by rotation being eligible offers herself for re-appointment.

3) To re- appoint Auditors and fix their remuneration and in this regard to consider and if, thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the Section 139 of the Companies Act, 2013, M/s. Pravin Chandak & Associates, Chartered Accountants, (Firm Registration Number 116627W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS:

4) To Consider and, if though fit, to pass the following resolution, with or without modification 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('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for time being in force), Mrs. Madhu Rajkumar Goel (DIN-06837173) who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5(five) consecutive years, not liable to retire by rotation."

5) To Consider and, if though fit, to pass the following resolution, with or without modification 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('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for time being in force), Mr. Nirav Deepak Shah (DIN- 06936365) who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5(five) consecutive years, not liable to retire by rotation."

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

"**RESOLVED that**, in supersession of the Ordinary Resolution adopted at the Annual General Meeting held on 30th September, 2008 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s)or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 200 Crores (Rupees Two hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

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

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

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

REGISTERED OFFICE
Shop No. 26, Meera Co-op Hsg
New Link Road,
Nr. Oshiwara Police Station
Andheri (West),
Mumbai: 400053
Date: 27/08/2014

BY ORDER OF THE BOARD

Sd/-
Smt. Tanu Giriraj Agarwal
(Chairman /Whole Time Director)

NOTES

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   a) 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.

   b) The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

   c) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3) The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2014 to 23/09/2014 (both days inclusive.)

4) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.

5) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat / physical form at Purva Sharegistry (India) Private Limited, No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

6) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA.

7) Electronic Copy of the Annual Report for FY 2013-14 is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication. The Annual Report may also be accessed in the Company's corporate website **www.rockonfintech.com**

8) Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.

9) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.

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

Item No. 4

Mrs. Madhu Rajkumar Goel was appointed by the Board of Directors of the Company as additional director on 7th March, 2014 with the recommendation of the board. She holds Office until the ensuing Annual General Meeting under section 161 (1) of the Companies Act, 2013.

It is proposed to appoint Mrs. Madhu Rajkumar Goel as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of her proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mrs. Madhu Rajkumar Goel has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in sub section (6). Mrs. Madhu Rajkumar Goel is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mrs. Madhu Rajkumar Goel as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Madhu Rajkumar Goel is independent of the management.

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

The Board recommends passing of the ordinary resolution set out in item no. 3 of the Notice.

Item No. 5

Mr. Nirav Deepak Shah was appointed by the Board of Directors of the Company as additional director on 21st July, 2014 with the recommendation of the board. He holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013.

It is proposed to appoint Mr. Nirav Deepak Shah as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mr. Nirav Deepak Shah has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub section (6). Mr. Nirav Deepak Shah is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mr. Nirav Deepak Shah as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Mr. Nirav Deepak Shah is independent of the management.

The Board of Director is of the opinion that Mr. Nirav Deepak Shah possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director.

The Board recommends passing of the ordinary resolution set out in item no. 3 of the Notice.

Item Nos. 6 & 7

The members may kindly be informed that in the Annual General Meeting of your Company held on 30th September, 2008, the shareholders had authorized the Board of Directors- to borrow monies up to Rs. 200 Crores under Section 293(1)(d) of the Companies Act, 1956, as well as- to secure the same by suitable mortgage/ charge on all or any of the moveable and / or immovable properties, regarded as disposal of the Company's undertakings under Section 293 (1)(a) of the Companies Act, 1956.However, as per the corresponding provisions of section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 which were notified on 12th September, 2013 and based on the clarification thereof issued by GOI, MCA vide General Circular no. 04/2014 dated 25th March, 2014, the Resolution(s) passed u/s 293 of the Companies Act, 1956 prior to 12.9.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of 180. Further, the provisions of the Companies 1956 Act required consent of the shareholders as an ordinary resolution for both borrowing and creation of security; however, the provisions of the 2013 Act stipulate consent of members by way of a Special Resolution.

Hence, in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 Act beyond 12.9.2014, consent of the members is hereby requested by way of proposed Special Resolution(s).

The Board of Directors of your Company has approved this item in the Board Meeting held on 27th August, 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

PROCEDURE AND INSTRUCTION FOR E-VOTING

In Compliance with provisions of section 108 of The Companies Act, 2013 and Rule 20 of the Companies (management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The Instructions for shareholders voting electronically are as under:

1) The voting period begins on 24th September, 2014 9.30 a.m. and ends on 25th September, 2014 5.30 p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

3) Click on "Shareholders" tab.

4) Now, select the 'Electronic Voting Event Number (EVSN)' along the "COMPANY NAME" from the drop down menu and click on "SUBMIT.

5) Now Enter your User Id
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Members holding shares in Physical Form should enter Folio number registered with the Company.

6) Next enter the Image Verification as displayed and Click on Login.

7) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

8) If you are first time user follow the steps given below:

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

9) After entering this details appropriately, click on "SUBMIT" tab.

10) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

13) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

14) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

16) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

17) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

18) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

REGISTERED OFFICE
Shop No. 26, Meera Co-op Hsg
New Link Road,
Nr. Oshiwara Police Station
Andheri (West),
Mumbai: 400053
Date: 27/08/2014

BY ORDER OF THE BOARD

Sd/-
Smt. Tanu Giriraj Agarwal
(Chairman /Whole Time Director)

Details of the Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting

(In pursuance of Clause 49 (vi) (A) of the Listing agreement.)

Director seeking Re-appointment

Name of Director	Ms. Saloni Agarwal
Date of Birth	21/09/1990
Date of Appointment	24/07/2010
Expertise in any specific functional Area.	Accounts & Finance
Qualification	Chartered Accountant
Directorships held in other Companies (Excluding Foreign Companies.)	1. Kayaguru Health Solutions Private Limited 2. Five X Finance & Investment Limited
Committee position held in other Companies.	-

Director seeking Appointment

Name of Director	Mrs. Madhu Rajkumar Goel
Date of Birth	09/02/1969
Date of Appointment	07/03/2014
Expertise in any specific functional Area.	H.R and Administration
Qualification	HSC
Directorships held in other Companies (Excluding Foreign Companies.)	1. Shree Nath Commercial & Finance Limited 2. Five X Finance & Investment Limited 3. Tilak Finance Limited 4. Banas Finance Limited
Committee position held in other Companies.	1. Chairman and Member in Audit, Shareholder's Grievance and Remuneration Committee of Shree Nath Commercial & Finance Limited. 2. Member in Audit, Shareholder's Grievances and Remuneration Committee of Banas Finance Limited. 3. Chairman and Member in Audit, Shareholder's Grievances and Remuneration Committee of Tilak Finance Ltd. 4. Chairman and Member in Audit, Shareholder's Grievances and Remuneration Committee of Five X Finance & Investment Ltd.

Director seeking Appointment

Name of Director	Mr. Nirav Deepak Shah
Date of Birth	11/03/1988
Date of Appointment	21/07/2014
Expertise in any specific functional Area.	Accounting & Finance
Qualification	Graduate
Directorships held in other Companies (Excluding Foreign Companies.)	Nil
Committee position held in other Companies.	Nil

BOARD OF DIRECTORS' REPORT

To

The Members

Your Director's present their 38th Annual Report with Audited Statement of Accounts for the year ended on March 31, 2014.

Financial Results

(Amt. In Lacs)

Particulars	Year Ended 31/03/2014	Year Ended 31/03/2013
Income	739.68	347.15
Profit before Dep. & Int.	(9.62)	(25.82)
Depreciation	0.00	0.00
Interest	0.00	0.00
Profit after Depreciation & Interest	(9.62)	(25.82)
Provision for Taxation	0.00	0.00
Provision for Tax (deferred)	0.00	28.34
Tax Adjustment for earlier years	0.00	0.00
Profit after Tax	(9.62)	(54.16)
Net profit/ (Loss)	(9.62)	(54.16)
Amount Available for Appropriation	(9.62)	(54.16)
Balance carried to Balance Sheet	(9.62)	(54.16)

FINANCIAL HIGHLIGHTS

During the year Company's total income including other income is Rs.739.68 Lacs as compared to Rs.347.15 Lacs in the previous year and thereby registering increase of 213.07% as compared to the previous year. The Company has registered a Net Loss of Rs.(9.62) Lacs as against Last year's Net loss of (54.16) Lacs registering decrease in loss of 82.24% as compared to the previous year.

DIVIDEND

Since the Company has registered loss, No dividend could be declared.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 2013 (erstwhile 1956) Mr. Praveen Vidyashankar Vasishth resigned during the financial year 2013-2014. The Board is thankful for his contribution.

During the year under review, your Board inducted Mrs. Madhu Goel was appointed as an Additional Director of the Company in the category of Independent Director In terms of Section 161 of the Companies Act 2013 (corresponding Section 260 of the Companies Act 1956) and Mr. Nirav Deepak Shah as an Executive Director and CFO they will hold office up to the date of the ensuing Annual General meeting. The Company has received notice in pursuant to Section 160 of Companies Act, 2013, proposing appointment of Mrs. Madhu Goel and Mr. Nirav Deepak Shah an Independent Director.

DEPOSITS

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

FOREIGN EXCHANGE

There is no inflow and outflow of Foreign Exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

a) That in the preparation of the accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.

b) That they have, in the selection of the accounting policies, consulted the statutory auditors and have 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 financial year and of the profit of the Company for that period.

c) They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) That the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.

DECLARATION OF INDEPENDENCE BY DIRECTORS

The Independent Non-executive Directors of the Company, viz. Mr. Tushar Ramchandra Rane, Mr. Zubin Pardiwala and Mrs. Madhu Rajkumar Goel have affirmed that they continue to meet all the requirements specified under Clause 49(I)(A)(iii) of the listing agreement in respect of their position as an "Independent Director" of Five X Finance & Investment Limited.

AUDITORS

As per the provisions of section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Since M/s. Pravin Chandak & Associates, Chartered Accountants having Registration No. 116627W, has been Statutory Auditors of the Company since last six years and eligible to appoint for next four year only hereby retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. The Company has received a certificate from them under Section 139(1) of the Companies Act, 2013.

DIRECTORS RESPONSE TO REMARKS IN AUDITOR'S REPORT

"The Company did not have an internal audit system during the year" In the opinion of the Management, there are adequate internal control system and procedures commensurate with the size of the Company and nature of its business. The Company is in the process of appointing Internal Auditors.

AUDITORS REPORT

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

CHANGE OF REGISTERED OFFICE

The Board of Directors has approved shifting of registered office of the company within the local limit of same city from E-109, Crystal Plaza, New Link Road, Opp. Infinity mall, Andheri (West), Mumbai-400053 to Shop No. 26, Meera Co-op HSG, New Link Road, Near Oshiwara Police Station, Andheri (West), Mumbai-400053 w.e.f 23/01/2014.

LISTING OF SHARES

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

APPLICATION TO RBI

With reference to remarks made by Auditor in its report, we would like to inform you that your Company is engaged in the business of Share Trading, Investment and granting of Loan & Advances, which was classified as a NBFC Activities by RBI and such Companies need to get registered with RBI and to hold valid COR to carry on such activities. With the view to comply with the provision of RBI Act, 1934, your Company has made an application to RBI to obtain Certificate of Registration in the month of April, 2014, but RBI has stop to accepting application vide its press release No. 2013-2014/1931 dated 1st April, 2014.

CORPORATE GOVERNANCE COMPLIANCE

As required under the listing agreement with the stock exchange, corporate governance and management discussion and analysis report form part of this Annual Report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

PARTICULARS OF EMPLOYEE

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

COMPANIES ACT, 2013

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

The MCA wide circular No. 08/2014 dated April 4, 2014 clarified that the financial statements and the documents required to be attached, thereto, the auditors' and directors' report in respect of the financial year under reference shall continue to be governed by the relevant provisions of the Companies Act, 1956, schedules and rules made there under.

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

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

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The ministry of corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29,2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialised form with their respective depository participants and in respect of shares held in physical form with RTA of the Company.

ACKNOWLEDGEMENT

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

For and on Behalf of the Board

Sd/-
Saloni Agrawal
(Director)

Sd/-
Tanu Agarwal
(Whole Time Director)

Place: Mumbai
Dated: 27/08/2014

CORPORATE GOVERNANCE REPORT

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company firmly believes in and has adopted the best policies of Corporate Governance to ensure transparency, professionalism and accountability in its dealing with shareholders, customers, creditors, Employees and every person who comes in contact with the Company.

The mandatory requirements of the code of Corporate Governance as per clause 49 of the Listing Agreement have been implemented by your Company.

B) BOARD OF DIRECTORS

The Company has Executive Chairman and number of Non-Executive Directors is more than 50% of total number of Directors on Board.

The strength of the Board is of 5 Directors. The Board comprises of Mrs. Tanu Giriraj Agarwal as Whole Time Director, Mr. Nirav Deepak Shah as Executive Director & CFO, Ms. Saloni Agrawal as Non Executive Director, Mr. Tushar Rane and Madhu Rajkumar Goel as Independent & Non Executive Directors

None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 committees as specified in the Clause 49 of Listing Agreement. Necessary disclosures regarding committee positions have been made by the directors.

The Senior Management has made disclosures to the board confirming that there are no material, financial or commercial transactions between them and the Company, which could have potential conflict of interest with Company at large.

The composition of the Board of Directors and their attendance at the meetings during the period and at the last Annual General Meeting as also number of other directorships, membership of committees are as follows: -

Name of Director	Status	No. of Board Meetings Attended	Attendance at last AGM	No. of other Directorships	Committee Membership	
					Chairman	Member
Mrs. Tanu Giriraj Agarwal	W.T.D	11	Yes	7	-	6
Ms. Saloni Agrawal	N.E.D	6	No	2	-	2
Mr. Tushar Rane	I.N.E.D	9	Yes	5	2	10
Mrs. Madhu Rajkumar Goel*	I.N.E.D	-	No	4	4	10
Mr. Nirav Deepak Shah^	E.D & C.F.O	-	No	Nil	Nil	Nil
Mr. Praveen Vasishth#	I.N.E.D	5	No	4	4	10

W.T.D Whole Time Director
N.E.D Non Executive Director
I.N.E.D Independent & Non Executive Director
* Appointed w.e.f 7th march, 2014
^ Appointed w.e.f 21st July, 2014
# Resigned w.e.f 7th March 2014

Notes: During the period ended 31st March 2014, 11 Board Meetings were held on the following dates:

30/05/2013, 14/06/2013, 05/07/2013, 23/07/2013, 13/08/2013, 28/08/2013, 13/11/2013, 23/01/2014, 25/02/2014, 07/03/2014 and 20/03/2014

As against the minimum requirement of 4 meetings, the maximum time gap between any two meetings was not more than four calendar months.

C) AUDIT COMMITTEE

The Audit Committee comprises of viz Mr. Madhu Goel, (Independent & Non-Executive Director) as Chairman of Audit Committee, Mr. Tushar Rane (Independent & Non-Executive Director) and Ms. Saloni Agrawal (Non-Executive Director) are committee members

Mrs. Tanu Giriraj Agarwal Compliance officer is the Secretary of the Committee.

The Committee met four times during the period ended 31st March, 2014.

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

*During the year constitution of Audit Committee has been changed, Mrs. Madhu Rajkumar Goel has been appointed as a member of Audit Committee in place of Mr. Praveen Vasishth w.e.f. 07/03/2014.

D) SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Committee comprises of Mrs. Madhu Geol, Mr. Tushar Rane and Ms. Saloni Agrawal as committee members. Mrs. Madhu Goel is the Chairman of the Committee.

a) Terms of reference:

The Committee was constituted to specifically look into the redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend.

b) Name and Designation of Compliance Officer: Mrs. Tanu Giriraj Kishor Agarwal.

*During the year constitution of Shareholder's Grievance Committee has been changed, Mrs. Madhu Rajkumar Goel has been appointed as a member of the Committee in place of Mr. Praveen Vasishth w.e.f. 07/03/2014.

E) REMUNERATION COMMITTEE

Remuneration Committee comprises of Mrs. Madhu Goel, as Chairman of the committee and Ms. Saloni Agrawal and Mr. Tushar Rane, Directors are committee members. During the year under review, no Meeting was held.

*During the year constitution of Remuneration Committee has been changed, Mrs. Madhu Rajkumar Goel has been appointed as a member of Remuneration Committee in place of Mr. Praveen Vasishth w.e.f. 07/03/2014.

The details of remuneration paid to Chairman and whole time Director of the Company during the period ended 31st March 2014 are given below.

Remuneration paid to Directors during the period ended 31st March 2014

Name of the Director	Salary	Perquisites	Contribution to Various Funds	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
NIL	-	-	-	-

F) GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:-

Year/Period Ended	Date of Meeting	Time
31st March 2011	08/08/2011	03.30 P. M
31st March 2012	28/09/2012	01:30 P.M.
31st March 2013	30/09/2013	05.30 P.M

G) DISCLOSURES

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

H) MEANS OF COMMUNICATION

Quarterly, Half Yearly and Yearly financial results are sent to the Stock Exchanges immediately after they are approved by the Board.

I) GENERAL INFORMATION FOR MEMBERS

i) Annual General Meeting - The 38th Annual General Meeting of the Company will be held on 29th September, 2014 at E-109, Crystal Plaza, New Link Road, Andheri (West), Mumbai: 400053

ii) Financial Calendar : **Last AGM held on 30/09/2013**
First Quarter Results Declared : Second Week of August, 2013
Second Quarter Results Declared : Second Week of November, 2013
Third Quarter Results Declared : Second Week of February, 2014
Fourth Quarter Results Declared : Last Week of May, 2014

iii) Book Closure Dates: 22/09/2014 to 23/09/2014 (Both days inclusive)

iv) Dividend payment Date: Not applicable

(**v**) **a) Listing of Equity Shares**: Bombay Stock Exchange
b) Listing fees is duly paid to the Bombay stock exchange Limited as per Listing Agreement.

(vi) (i) Stock Code BSE Code: 531447
(ii) Demat ISIN Numbers in NSDL & CDSL INE644B01049 for Equity Shares.

vii) Stock Market Data at BSE:

Month	High	Low	Close	No. of Shares
April 2013	5.30	4.64	4.91	15,673
May 2013	4.67	4.44	4.55	5,600
June 2013	4.55	4.55	4.55	1,000
July 2013	4.55	4.55	4.55	500
August 2013	-	-	-	-
September 2013	6.36	4.33	6.36	13,973
October 2013	7.35	6.37	6.37	52,313
November 2013	6.06	6.00	6.00	46
December 2013	6.59	6.27	6.27	1,372
January 2014	6.58	5.66	5.66	2,818
February 2014	6.19	5.12	5.76	33,894
March 2014	5.75	4.98	4.98	3,750

Viii) REGD. OFFICE:

Shop No. 26, Meera Co-op Hsg, Nr. Oshiwara Police Station, New Link Road, Andheri (west), Mumbai -400053

(ix) Investor Relation Officer: Mrs. Tanu Agarwal (Whole Time Director)

(x) Share Transfer System as per Listing Agreement and Companies Act, 1956

(xi) Distribution of Shareholding as on 31st March, 2014

Shareholders			Shareholding	
No. of Shares	**Nos.**	**%**	**Holding in Rs.**	**%**
1 - 5000	2520	70.87	6395870	3.87
5001 - 10000	646	18.17	4928800	2.98
10001 - 20000	175	4.92	2741270	1.66
20001 - 30000	69	1.94	1737220	1.05
30001 - 40000	26	0.73	946110	0.57
40001 - 50000	22	0.62	1041010	0.63
50001 - 100000	34	0.96	2492600	1.51
100001 - and above	64	1.80	144894020	87.72
Total	**3556**	**100.00**	**165176900**	**100.00**

(xii) Shareholding pattern as on 31st March, 2014

Category		**No. of Shares held**	**Percentage of Shareholding**
A	Promoter's Holding		
1	Promoters		
	- Indian Promoters	6,64,586	4.02
	- Foreign Promoters	-	-
2	Persons acting in concert		
	Sub – Total	-	-
B	Non-Promoter's Holding	-	-
3	Institutional Investors	-	-
a)	Mutual Funds and UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies	-	-
	(Central/State Govt. Institutions/Non Government Institutions)	-	-
C	FII's	1,00,000	0.61
	Sub – Total	**7,64,586**	**4.63**
4	Others		
a)	Private Corporate Bodies	5917104	35.82
b)	Indian Public	9824451	59.48
c)	NRI's/OCB's	11549	0.07
d)	Any Other (Please specify) **- Clearing Members**	0	0
	Sub-Total	15753104	95.37
	Grand Total	**16517690**	**100**

(xiii) DEMATERIALISATION OF SHARES.

As on 31st March 2013, 87.56% of the Company's Shares representing 1,44,63,981 Shares were held in dematerialized form and the balance 20,53,709 Shares were held in physical form.

(ix) INVESTOR CORRESPONDANCE:

All documents, transfer deeds, demat requests and other communication in relation thereto should be addressed to the R & T Agents at its following address for transfer/ dematerialization of shares payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the Company.

PURVA SHARE REGISTRY INDIA PVT LTD,

9,Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp Kasturba Hospital, Lower Parel(E), Mumbai-400011

Any other query: ROCKON FINTECH LIMITED: At Regd. Office: Shop No. 26, Meera Co-op Hsg, Nr. Oshiwara Police Station, New Link Road, Andheri (west), Mumbai 400053.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

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

OVERVIEW

The operations of the Company are centered in Business of Finance and Advance to clients and to receive money and deposits to carry on business as financiers factors and to carry on business of broker, underwriter, agent and to invest and deal in acquiring, selling, subscribing, transferring, holding, disposing, and otherwise dealing and investing in shares, stocks, debentures, bonds, land, building, properties, obligation and securities.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Indian economy had a sluggish growth in year 2013-14 but positive growth and prosperity in coming future is expected with increased investment in financial activities and financial Market.

Major developments have taken place for the past few decades in the financial market in view of the fact that plethora of finance companies have come into existence with various finance products and there has been tremendous finance growth due to foreign collaboration, foreign equity participation competition, etc, under Finance Sector.

SUBSIDIARY COMPANY

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

RISKS AND CONCERNS

The Company is exposed to specific risks that are particular to its business and the environment, within which it operates, including interest rate volatility, economic cycle, market risk and credit risk .The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

OPPORTUNITIES AND THREATS:

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

- Clients are more comfortable with uniform high quality and quick finance and security process across the enterprise.

- The Company since involved in Finance Business for a very long time there are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavorable to the Company are:

- There has been tremendous increase in the competition due to entry of new companies.
- Cost of financing has also been on rise continuously.
- Regulatory Changes

INITAITIVES BY THE COMPANY

The company has taken following initiatives'

- Every effort is being made to locate new client base to its finance business by providing Finance quickly and easily.
- The Company is endeavoring to penetrate into newer financial activities and market.

SEGMENT-WISE PERFORMANCE

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

OUTLOOK

The Indian economy is firmly on the recovery path and the key indicators support the perception of a consolidating recovery. The improved performance of the industrial and services sector is also reflected in the improved profitability in the corporate sector. Acceleration of reforms and capital inflows will spur investment; however, the risks from high inflation, higher cost of capital arising from high fiscal deficit and exit from the expansionary monetary policy could have a dampening effect on the growth.

With strengthening of the economy and stable economic environment, the Indian capital market is expected to perform well. With strengthening of the economy and stable economic environment, the Indian capital market is expected to perform well.

A significant portion of the Company's income arises from investment and trading operation, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like low inflation, growing domestic savings, surging portfolio investments into India etc. The unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India.

The management is of the view that the company will be able to reasonably perform in the context of given economic environment by continuing its efforts to reach new client segment with the service capability.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of controls in order to ensure that all assets are safeguarded against loss from unauthorized use or disposal.

Regular Internal Audit checks are carried out to ensure that the responsibilities are executed effectively and that proper and adequate systems are in place.
Compliance of the Company with applicable statutes, policies procedures, listing requirements and management guidelines

All transactions are properly checked, verified, recorded and reported correctly. Adherence to applicable accounting standards and polices.

HUMAN RESOURCES/INDUSTRY RELATIONS:

The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.

The Company provided excellent working environment so that the individual staff can reach his/her full potential.

The Company is poised to take on the challenges and march towards accomplishing its mission with success.

The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

CAUTIONARY STATEMENT

Statement in the Management Discussion and analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
ROCKON FINTECH LIMITED,

We have examined the compliance of Corporate Governance by M/s Rockon Fintech Limited for the period ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

Sd/-
Pravin Chandak
(Partner)
Membership No. 049391

Place: Mumbai
Date: 29/05/2014

INDEPENDENT AUDITOR'S REPORT

To The Members
Rockon Fintech Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Rockon Fintech Limited ("The Company") which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March, 2014.
b) In the case Statement of Profit and Loss Account, of the loss for the year ended March, 2014 and
c) In the case of Cash Flow Statement, of the cash flows for the year ended March, 2014.

Emphasis of Matter

The Company has applied for Certificate of Registration to carry on NBFC business to RBI in current Financial Year to regularize its NBFC Business which is being carried on. However, the Certificate of Registration is not received till reporting date. The Auditors have directly informed to Reserve Bank of India in compliance of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 about this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that :

   a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

   c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account

   d) In our opinion, the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of 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, 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 Companies Act, 1956.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

Sd/-
Pravin Chandak
(Partner)
Membership No. 049391

Place: Mumbai
Date: 29/05/2014

ANNEXURE TO THE AUDITOR'S REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Referred to in point 1 of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of Rockon Fintech Limited on the financial statements for the year ended 31st March, 2014)

1. There are no fixed assets and therefore clause 4(i) of the order is not applicable.

2. As informed to us, the inventories held in dematerialized form, have been verified by the management with supportive evidence during the year. In our opinion the frequency of verification is reasonable. In our opinion, the procedures for 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. On the basis of our examination the records of inventory, we are of the opinion that Company is maintaining proper records of inventory. We are informed that no discrepancies were noticed on physical verification.

3. (a) The Company has granted unsecured loans to 5 parties covered in the register maintained under Section 301 of the Companies Act, 1956, the maximum amount outstanding at any time during the year was Rs. 72.6 Lakh and the yearend balance is Rs. NIL.

   (b) In our opinion and according to the information and explanations given to us, the terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.

   (c) No stipulations have been made for the recovery of the loans hence clause 4 (iii) (c) is not applicable to the company.

   (d) No stipulations have been made for recovery of the loans given by the company hence clause 4(iii) (d) is not applicable to the company.

   (e) The Company has taken interest free unsecured loans from 1 party covered in the register maintained under Section 301 of the Companies Act 1956, the maximum amount outstanding at any time during the year was Rs. 2 Lakh and the yearend balance is Rs. NIL.

   (f) In our opinion and according to the information and explanations given to us, the terms and conditions of the loans taken by the Company are not prima facie prejudicial to the interest of the Company.

   (g) No stipulations have been made for the repayment of the loans hence clause 4(iii) (g) is not applicable to the company.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.

5. According to the information and explanations given to us, we are of the opinion that the company has not entered into any contracts or arrangements referred to in section 301 of the Companies Act, 1956.

6. No deposits, within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed there under have been accepted by the Company.

7. In our opinion and according to information and explanation given to us, the company has not internal audit system commensurate with size of the Company and nature of its business.

8. According to the information and explanation given to us the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for any of the activities of the company.

9. (a) The Company is regular in depositing undisputed statutory dues including Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to the company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

   b) According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, cess which have not been deposited on account of any dispute.

10. Accumulated losses of the company as at 31st March, 2014 do not exceed fifty percent of its net worth at the end of the financial year. The company has incurred cash losses of Rs. 9,62,475 during the financial year covered by our audit and had incurred any cash losses during the immediately preceding financial year of Rs. 25,82,072.

11. According to the records made available to us and information and explanations given to us by the management, the company has not taken any financial assistance from any financial institutions or banks. Accordingly Clause 4(xi) of Companies (Auditor's Report) Order, 2003 is not applicable.

12. According to the information given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. 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 are not applicable to the company.

14. The Company has maintained proper records of the transactions and contracts for dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investment have been held by the company, in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.

15. In our Opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions during the year.

16. As per the information and records furnished to us, the Company has not accepted any term loans. Accordingly Clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.

18. According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

19. During the financial year, company had not issued any debenture. Accordingly Clause 4(xviii) of Companies (Auditor's Report) Order, 2003 is not applicable.

20. The Company has not raised any money by way of public issue during the year. Accordingly Clause 4(xx) of Companies (Auditor's Report) Order, 2003 is not applicable.

21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

Sd/-
Pravin Chandak
(Partner)
Membership No. 049391

Place: Mumbai
Date: 29/05/2014

CEO / CFO CERTIFICATION

The Board of Directors,

ROCKON FINTECH LIMITED
Shop No. 26, Meera Co-op Hsg
Nr. Oshiwara Police Station,
New Link Road, Andheri (West),
Mumbai: 400053.

We hereby certify that:

1) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief;

   a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.

3) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4) We have indicated to the auditors and the Audit Committee:

   a) Significant changes in internal control over financial reporting during the year.

   b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Rockon Fintech Limited

Sd/-
Tanu Giriraj Kishor Agarwal
(Whole Time Director)

Place: Mumbai
Date: 27th August, 2014

COMPLIANCE CERTIFICATE

To
The Members of
Rockon Fintech Limited

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

For Rockon Fintech Limited

Sd/-
Tanu Giriraj Kishor Agarwal
(Whole Time Director)

REGISTERED OFFICE:
Shop No. 26, Meera co-op HSG
New Link Road, Nr. Oshiwara Police Station,
Andheri (West), Mumbai- 400 053
Place: Mumbai
Date: 27th August, 2014

ROCKON FINTECH LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amt in Rs.)

	NOTES	31ST MARCH, 2014	31ST MARCH, 2013
EQUITY & LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	**165,176,900**	165,176,900
Reserves and Surplus	3	**5,836,018**	6,798,492
CURRENT LIABILITIES			
Trade Payables	4	**1,452,658**	160,856
Other Current Liabilities	5	**-**	196,700
TOTAL		**172,465,576**	172,332,948
ASSETS			
Non Current Investments	6	**14,697,567**	14,699,150
Deferred Tax Assets		**-**	-
Long Term Loans and Advances	7	**690,477**	689,375
CURRENT ASSETS			
Inventories	8	**25,122,091**	33,623,983
Trade Receivables	9	**186**	9,842
Cash and Cash Equivalents	10	**4,026,526**	878,586
Short Term Loans and Advances	11	**127,928,729**	122,432,013
TOTAL		**172,465,576**	172,332,948
Notes Forming Part Of Financial Statement	**1 - 27**		

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of ROCKON FINTECH LIMITED

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Tanu Agarwal
(Whole Time Director)

Sd/-
Saloni Agrawal
(Director)

Sd/-
Tushar Rane
(Director)

Place : Mumbai
Date :29th May,2014

ROCKON FINTECH LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amt in Rs.)

PARTICULARS	NOTES	31ST MARCH, 2014	31ST MARCH, 2013
INCOME			
Revenue from Operations	12	**65,141,093**	28,595,133
Other Income	13	**8,827,185**	6,120,460
Total Income (I)		73,968,277	34,715,594
EXPENSES			
Purchase of traded goods		**64,349,709**	30,598,400
(Increase)/decrease in inventories of traded goods		**8,501,892**	4,384,036
Employee Benefits Expense	14	**976,371**	1,486,950
Finance Charges	15	**-**	-
Other Expenses	16	**1,102,780**	828,280
Total Expenses (II)		74,930,752	37,297,666
Profit for the year before Tax	(I - II)	(962,475)	(2,582,072)
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	**2,834,017**
Profit/(Loss) for the period		(962,475)	(5,416,089)
Earning per equity share			
Basic		(0.058)	(3.279)
Diluted		(0.058)	(3.279)
Notes Forming Part Of Financial Statement	1-27		

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of ROCKON FINTECH LIMITED

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Tanu Agarwal
(Whole Time Director)

Sd/-
Saloni Agrawal
(Director)

Sd/-
Tushar Rane
(Director)

Place : Mumbai
Date :29th May,2014

ROCKON FINTECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amt in Rs.)

Particulars	Year Ended 31st March, 2014		Year Ended 31st March, 2013	
Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary items		**(962,475)**		(2,582,072)
(As per Profit and Loss Account)				
Adjustments for:				
Miscellaneous Expenditure written off		-	224,000	224,000
Operating Profit before Working Capital Changes		(962,475)		(2,358,072)
Adjustments for:				
(Increase)/Decrease in Inventories	**8,501,892**		4,384,036	
(Increase)/Decrease in Sundry Debtors	**9,656**		5,190,252	
(Increase)/Decrease in Other Receivable	**(5,478,988)**		3,832,227	
Increase/(Decrease) in Current Liabilities & Provision	**1,095,102**		(44,902)	
(Increase)/Decrease in Balance with Statutory Authorities	**(18,831)**	4,108,832	973,471	14,335,084
Cash Generated From Operations		3,146,357		11,977,012
Less: Income Tax Paid				728,067
Net Cash from / (Used in) Operating Activities A		3,146,357		11,248,944
Cash Flow from Investing Activities				
Purchases of Investments	-	-	(14,699,150)	(14,699,150)
Sale of Investments		1,583		
Net Cash from / (Used in) Investing Activities B		1,583		(14,699,150)
Net Cash from Financial Activities C		-		-
Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)		3,147,940		(3,450,206)
Cash and Cash Equivalents - Opening Balance		878,585		4,328,792
Cash and Cash Equivalents - Closing Balance		4,026,526		878,586

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of ROCKON FINTECH LIMITED

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Tanu Agarwal
(Whole Time Director)

Sd/-
Saloni Agrawal
(Director)

Sd/-
Tushar Rane
(Director)

Place : Mumbai
Date :29th May,2014

ROCKON FINTECH LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amt in Rs.)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
2 Share Capital		
Authorized		
1,80,00,000 Equity Shares of Rs. 10/- each	**180,000,000**	180,000,000
(Previous year 1,80,00,000 Equity Shares of Rs. 10/- each)		
Total Authorized Share Capital	**180,000,000**	180,000,000
Issued, Subscribed and Paid up		
1,65,17,690 Equity Shares of Rs. 10 each	**165,176,900**	165,176,900
(Previous year 16,51,76,90 Equity Shares of Rs. 10 each)		
Total Issued, Subscribed And Fully Paid Up Share Capital	**165,176,900**	165,176,900

Equity shares of Rs. 1 each were consolidated into Equity Shares of Rs. 10 each during the year.

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

Equity shares of Rs. 10 each

	31st March, 2014		31st March, 2013	
	Numbers	**Rs.**	Numbers	Rs.
At the beginning of the period	**16,517,690**	**165,176,900**	16,517,690	165,176,900
Issued during the period	-	**-**	-	-
Bought back during the period	-	**-**	**-**	-
Outstanding at the end of the period	**16,517,690**	**165,176,900**	16,517,690	165,176,900

b. Terms/rights attached to equity shares

The Company has only one class of Equity Shares having par value of Rs. 10 Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting.
In the event of liquidation of the Company, the holder of equity shares will being entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

Equity shares of Rs. 10 each fully paid

	31st March, 2014		31st March, 2013	
	Numbers	**% holding in the class**	Numbers	% holding in the class
Chandrakant Babu Mohite	**1,000,744**	**6.06**	1,000,744	6.06
	1,000,744	**6.06**	1,000,744	6.06

ROCKON FINTECH LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amt in Rs.)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
3 Reserve & Surplus		
Capital Reserve		
Balance as per last financial statements	**5,196,530**	5,196,530
Less: Utilized for bonus issue/fresh equity shares	**-**	-
Closing balance	**5,196,530**	5,196,530
General reserve		
Balance as per last financial statements	**362,649**	362,649
Less: Utilized	**-**	-
Closing balance	**362,649**	362,649
Surplus/(deficit) in the Statement of Profit and Loss		
Balance as per last financial statements	**1,239,314**	6,655,403
Profit/ (loss) for the year	**(962,475)**	(5,416,089)
Less: Appropriations	**-**	-
Closing balance	**276,839**	1,239,314
Total Reserves And Surplus	**5,836,018**	6,798,493
4 Trade Payables		
Trade payables	**1,452,658**	160,856
Total Trade Payables	**1,452,658**	160,856
5 Other Current Liabilities		
Duties and taxes payable	**-**	196,700
Total Other Current Liabilities	**-**	196,700
6 Non Current Investments		
Non Trade Investment (Quoted)		
In Equity Shares		
900 equity shares of Rs. 10 each fully paid up in Confidence Trading Company Limited	**285,995**	285,995
2,73,098 equity shares of Rs.1 each fully paid up in Esaar (India) Limited	**14,411,572**	14,413,155
Total Non Current Investments	**14,697,567**	14,699,150
Market Value of Quoted Investment	12,785,675	3,939,485
7 Long Term Loan and Advances		
Unsecured, Considered Good		
Security deposits	**690,477**	689,375
Total Long Term Loan And Advances	**690,477**	689,375

ROCKON FINTECH LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amt in Rs.)

	PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
8	**Inventories**		
	(As certified by management)		
	Stock-in-trade	**25,122,091**	**33,623,983**
	Total Inventories	**25,122,091**	33,623,983
9	**Trade Receivables**		
	Unsecured, considered good		
	Outstanding for a period exceeding six months from the date they are due for payment	-	-
	Others	**186**	9,842
	Total Trade Receivables	**186**	9,842
10	**Cash and Cash Equivalents**		
	Cash on hand	**205,006**	658,132
	Balance with bank	**3,821,519**	220,454
	Total Cash And Cash Equivalents	**4,026,526**	878,586
11	**Short Term Loans and Advances**		
	Loan and advances		
	Loans and advances to related parties	-	-
	Loans and advances to Others	**126,047,418**	120,569,532
	Balance with statutory/government authorities	**1,881,312**	1,862,480
	Total Short Term Loans And Advances	**127,928,729**	122,432,013

ROCKON FINTECH LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amt in Rs.)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
12 Revenue From Operations		
Sales	**64,241,093**	27,582,773
Professional Fees	**900,000**	1,012,360
Profit/(Loss) on Share Trading	**-**	-
Total Revenue from Operations	**65,141,093**	28,595,133
13 Other Income		
Dividend	**24,237**	-
Interest on IT refund	**101,080**	30
Interest	**8,701,868**	6,120,430
Total Other Income	**8,827,185**	6,120,460
14 Employee benefit expenses		
Salaries	**964,260**	1,480,680
Staff welfare expenses	**12,111**	6,270
Total Employee Benefit Expenses	**976,371**	1,486,950
15 Finance Charges		
Interest	**-**	-
Total Finance Charges	**-**	-
16 Other Expenses		
Auditor's Remuneration		
As Audit fee	**27,713**	27,713
Transaction Charges	**399,671**	76,875
Demat & Share Transfer Charges	**36,000**	56,000
Listing Fees	**40,000**	51,236
Bank charges	**100**	1,764
Computer	**8,273**	49,363
Custodian Fees	**60,000**	87,382
Advertisement	**18,950**	21,748
Electricity	**14,096**	11,804
Postage & Courier	**20,302**	52,280
Printing & Stationery	**10,005**	33,397
Repairs & Maintenance	**8,701**	-
Rent , Rates & Taxes	**120,000**	90,000
ROC Expenses	**2,500**	3,000
Office Expenses	**6,335**	5,410
Telephone	**10,181**	6,686
Travelling & Conveyance	**6,638**	10,759
Legal & Professional Fees	**65,000**	18,862
Loss on sale of Invesment	**457**	-
Income Tax Penalty	**227,460**	-
Miscellaneous Expenses	**20,399**	224,000
Total Other Expenses	**1,102,780**	828,280

ROCKON FINTECH LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1) SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention, on accrual basis. GAAP comprises mandatory Accounting Standards issued by the Companies (Accounting Standards) Amendment Rules, 2008 and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Use of Estimates

The Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

c) Revenue recognition

1. Income from Operation is recognised upon transfer of significant risks and rewards of ownership to the buyer.
2. Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
3. Dividend is recognized when the shareholders' right to receive payment is established at the balance sheet date.

d) Fixed Assets

Fixed assets are stated 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. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

e) Depreciation

Depreciation is provided using the Straight Line Method at the rates and in the manner as prescribed under schedule XIV of the Companies Act, 1956. In case of Software, the same is amortized over a period of five years. Fixed Assets costing Rs. 5,000/- or less are fully depreciated in the year of acquisition.

f) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists,

then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

h) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

i) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

j) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event 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 not discounted to its present value and are determined based on 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.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of financial statements.

Contingent Assets are neither recognized nor disclosed in the financial statements.

k) Cash Flow Statement

Cash flow statement has been prepared under the 'Indirect Method'. Cash and cash equivalents, in the cash flow statement comprise unencumbered cash and bank balances.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

17. CONTINGENT LIABILITY:

	2013-2014 Amount in Rs.	2012-2013 Amount in Rs.
Contingent Liabilities not provided for	NIL	NIL
Others	NIL	NIL

18. EARNING PER SHARE:

Earnings per Share, as required by the Accounting Standard 20- "Earning Per Share" issued by the Institute of Chartered Accountants of India, is given below:

Particulars	2013-2014 Amount in Rs.	2012-2013 Amount in Rs.
Net profit/(loss) for the year attributable to equity shareholders (Rs.)	(9,62,475)	(54,16,089)
Weighted Average No. of Equity shares outstanding for Basic Earnings per share	1,65,17,690	1,65,17,690
Weighted Average No. of Equity shares outstanding for Diluted earnings per share	1,65,17,690	1,65,17,690
Basic Earnings per share (face valued of Rs 10/-each) (Rs.)	(0.058)	(0.328)
Diluted earnings per share (face valued of Rs 10/-each) (Rs.)	(0.058)	(0.328)

19. RELATED PARTY TRANSACTION:

List of Related Parties:-

a. Key Management person

i) Tanu Agarwal
ii) Saloni Agrawal

b. Related parties over which Key Management Personnel have Significant Influence :-

i) Axon Infotech Ltd.
ii) Banas Finance ltd.
iii) Shree Nath Commercial & Finance Ltd
iv) Five X Finance & Investment Limited
v) Out of City Travel Solutions Ltd
vi) Kayaguru Health Solutions Limited
vii) Handful Investrade Pvt Ltd
viii) Girraj Kishore Agrawal
ix) GK Agrawal HUF
x) Kayaguru Capital Market Pvt Ltd
xi) Rockon Capital Market Pvt Ltd

Transaction with Related Parties:-

List of Related Party	Nature of Transaction	2013-14 Amount in Rs.	2012-13 Amount in Rs.
Tanu Agrawal	Amount received for fractional shares	NIL	768.98
	Balance at year end	NIL	NIL
Saloni Agrawal	Loan Given	NIL	90,000
	Loan Recovered	NIL	90,000
	Balance at year end	NIL	NIL
Axon Infotech Limited	Loan Given	NIL	6,50,000
	Loan Recovered	NIL	6,50,000
	Balance at year end	NIL	NIL
Banas Finance Limited	Loan Given	NIL	10,50,000
	Loan Recovered	NIL	10,50,000
	Loan Taken	4,00,000	NIL
	Loan Repaid	4,00,000	NIL
	Balance at year end	NIL	NIL
Shree Nath Commercial & Finance Limited	Loan Given	15,00,000	33,00,000
	Loan Recovered	15,00,000	33,00,000
	Balance at year end	NIL	NIL
Five X Finance & Investment Limited	Balance at the beginning of the year	9,50,000	NIL
	Loan Repaid	9,50,000	NIL
	Loan Given	56,00,000	52,00,000
	Loan Recovered	56,00,000	52,00,000
	Shares Purchased	NIL	NIL
	Shares Sales	NIL	NIL
	Balance at year end	NIL	NIL
Out of City Travel Solutions Ltd	Loan Taken	NIL	45,10,000
	Loan Repaid	NIL	45,10,000
	Loan Given	4,00,000	NIL
	Loan Recovered	4,00,000	NIL
	Balance at year end	NIL	NIL
Kayaguru Health Solutions Limited	Loan Given	NIL	54,75,000
	Loan Recovered	NIL	54,75,000
	Balance at year end	NIL	NIL
Handful Investrade Pvt Ltd	Loan Taken	NIL	48,50,000
	Loan Repaid	NIL	48,50,000
	Loan Given	4,00,000	NIL
	Loan Recovered	4,00,000	NIL
	Shares Sold	NIL	32,50,000
	Balance at year end	NIL	NIL
Giriraj Kishore Agrawal	Loan Given	NIL	3,00,000
	Loan Recovered	NIL	3,00,000
	Expenses paid on behalf of company	3797	2,000
	Balance at year end	NIL	NIL

20. MAJOR COMPONENTS OF DEFERRED TAX LIABILITIES:

	2013-2014 Amount in Rs.	2012-2013 Amount in Rs.
Deferred Tax Assets on carry forward losses	NIL	28,34,017
Deferred Tax Liability on Depreciation	NIL	(28,34,017)
Deferred Tax Assets/(Liability)	**NIL**	**NIL**

21. Income in Foreign Currency NIL

22. Expenditure in Foreign Currency NIL

23. As per information available with the Company, none of the creditors has confirmed that they are registered under the Micro, Small and Medium enterprises Development Act, 2006.

24. Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

25. Trade payable, Trade receivables, Short Term Borrowings and Short Term loan and advances balances are subject to confirmation and reconciliation.

26. Segment Information: The Company is engaged in single segment and there are no separate reportable segments as defined in AS-17.

27. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current's classification/ presentation.

AS PER OUR REPORT OF EVEN DATE
FOR PRAVIN CHANDAK & ASSOCIATES
Chartered Accountants

Sd/-
Pravin Chandak
Partner
M. No. 049391
Firm Registration No. 116627W

Place: Mumbai
Date: 29/05/2014

FOR AND ON BEHALF OF THE BOARD
of ROCKON FINTECH LIMITED

Sd/-
Tanu Agarwal
(Whole Time Director)

Sd/-
Saloni Agrawal
(Director)

Sd/-
Tushar Rane
(Director)

ROCKON FINTECH LIMITED

Registered Office: Shop No. 26, Meera Co-op HSG, Nr. Oshiwara Police Station, New Link Road, Andheri (West), Mumbai: 400053.

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: L65923MH1976PLC019072
Name of the Company: Rockon Fintech Limited
Registered Office: Shop No. 26, Meera Co-op HSG, Nr. Oshiwara Police Station, New Link Road, Andheri (West), Mumbai: 400053.

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

I/We being the Member (s) of _____ shares of the above named Company, here by appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, **or failing him**

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, **or failing him**

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____,

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on the 29th day of September at 11.30 a.m. at E/109, Crystal Plaza, New Link Road, Andheri (W), Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Businesses:

1. Adoption of financial statements for the year ended 31st March, and Fixing their remuneration.2014 and the Directors' and Auditors' Reports thereon.
2. Re-appointment of Ms. Saloni Agrawal, Director, who retires by rotation.
3. Appointment of M/s. Pravin Chandak & Associates, Chartered Accountants, as Statutory Auditors.

Special Businesses:

4. Regularization the appointment of Mrs. Madhu Rajkumar Goel.
5. Regularization the appointment of Mr. Nirav Deepak Shah (DIN No.06936365).
6. To increase Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.
7. Creation of Security under Section 180(1)(a) of the Companies Act, 2013.

Signed this_____ day of_____2014

Signature of shareholder_____

Signature of proxy holder(s)_____

Affix Revenue Stamp

Note:

1. 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.
2. Please complete all details including details of member(s) in above box before submission

ROCKON FINTECH LIMITED

CIN: L65923MH1976PLC019072

Registered Office: Shop No. 26, Meera Co-op HSG, Nr. Oshiwara Police Station, New Link Road, Andheri (West), Mumbai: 400053.

Polling Paper

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

Name of the Company: **Rockon Fintech Limited**
Registered Office : **Shop No. 26, Meera Co-op Hsg Soc, New Link Road, Nr. Oshiwara Police Station, Andheri (West), Mumbai - 400053**

BALLOT PAPER

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

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

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	To consider and adopt Balance Sheet as on 31st March, 2014, the Profit & Loss Account for the year ended on that date and the reports of Director's & Auditors thereon.			
2.	Re-appointment of Mr. Pravin Chandak & Associates, Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration			
Special Business				
3.	Regularization of Mrs. Madhu Rajkumar Goel (DIN No. 06837173) as director of the Company			
4.	Regularization of Mr. Nirav Deepak Shah (DIN No.06936365) as director of the Company			
5	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 25 Crores			
6	Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company			

Place:
Date: **(Signature of Shareholder)**

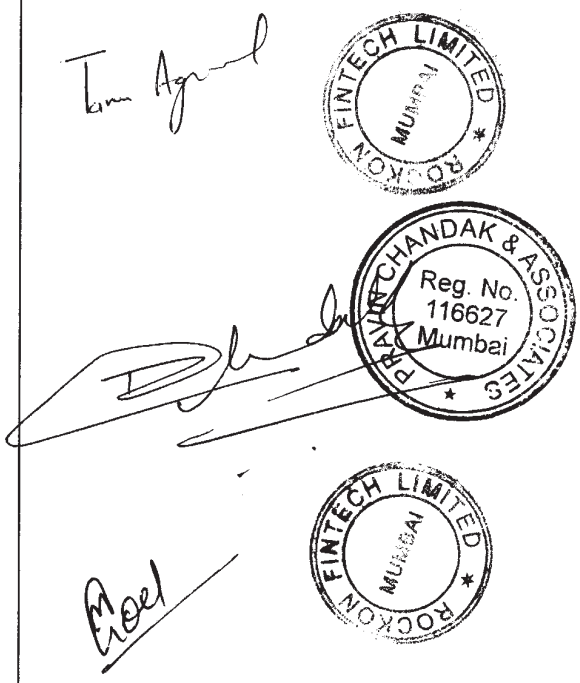
BOOK POST

If undelivered please return to:

ROCKON FINTECH LIMITED

Regd. Off: Shop No. 26, Meera Co-op HSG,
Nr Oshiwara Police Station, New Link Road
Andheri (west), Mumbai: 400053.
Web Site: www.rockonfintech.com
Email Id: rockonfintech123@gmail.com

FORM A

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

1.	Name of the Company	**M/s. Rockon Fintech Limited**
2.	Annual Financial Statements for the year ended	31st March, 2014
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by- • Tanu Agarwal (Whole Time Director) • Pravin Chandak & Associates Pravin Chandak (Auditor of the Company) • Madhu Rajkumar Goel (Chairman of Audit Committee)