MANGALAM INDUSTRIAL FINANCE LIMITED

Annual Report 2012-2013

BOARD OF DIRECTORS:

SHRI RAMESH CHANDRA DAGA (M.D.) SHRI ARUN CHAKRABORTY SMT. KAKOLI MONDAL SHRI SUDARSON KAYORI SHRI TAPAS MONDAL SHRI RATHINDRA NATH GHOSH

REGISTERED OFFICE:

3, SYNAGOGUE STREET, 2nd FLOOR, ROOM NO. 17, KOLKATA - 700 001 WEST BENGAL (INDIA)

TEL.: +91 33 2210 1328 E-mail: mifl_1983@yahoo.co.in

BANKER:

Central Bank of India HDFC Bank Ltd.

COMPANY SECRETARY:

SANJAYA KUMAR ROUT

AUDITORS:

M/s. MAROTI & ASSOCIATES CHARTERED ACCOUNTANTS 9/12, LAL BAZAR STREET, BLOCK-'E', 3RD FLOOR, ROOM NO.2, KOLKATA - 700 001

TEL.: +91 33 2231 9391 / 9392,

FAX: +91 33 2243 8371 E-mail : mkmaroti@sify.com

REGISTRARS AND SHARE TRANSFER AGENTS:

NICHE TECHNOLOGIES PVT. LTD. D-511, BAGREE MARKET, 71, B. R. B. B. ROAD, 5TH FLOOR, KOLKATA - 700 001

TEL.: +91 33 2235 7270 / 7271

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NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of the Members of M/s. MANGALAM INDUSTRIAL FINANCE LIMITED will be held at its Registered Office at 3, Synagogue Street, 2nd Floor, Kolkata - 700 001, on Thursday, 29th Day of August, 2013 at 3.30 P.M. to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Director's Report and Audited Profit & Loss account for the year ended 31st March, 2013 and the Balance Sheet as at that date and he Auditors' Report thereon.
- 2. To appoint Director in place of **Mr. Arun Chakraborty and Mr. Sudarson Kayori** who retires by rotation and being eligible offers himself for re-appointment.
- 3. To appoint Auditors and to fix their remuneration.

Registered Office:

3, Synagogue Street, 2nd Floor, Room No. 17 Kolkata -700 001 (W.B)

Dated: 22nd Day of July, 2013

By Order of the Board

Tapas Mondal

Director

Notes:

- 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 the proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
- 2. Members/Proxies are requested to fill in the enclosed attendance slip and deposit the same at the entrance of the Meeting Hall.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from 22ND day of August, 2013 to 29th day of August, 2013 (both days inclusive) for the purpose of Annual General Meeting
- 4. As measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report at the Meeting.

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the **Annual Report** of the Company together with Audited Accounts for the year ended on **31st March**, **2013**.

1. FINANCIAL RESULTS:

(Fig. in RS)

	CURRENT YEAR	PREVIOUS YEAR
PROFIT/(LOSS) BEFORE TAXATION	13,11,487	(4,70,726)
Current Tax	(7,00,940)	(52,416)
Mat Tax Credit	(19,556)	
Deferred Tax	(74,791)	(1,24,897)
PROFIT / (LOSS) AFTER TAX	5,16,200	(6,48,039)
Provision for Standard Assets (As per RBI Act)	99,062	(2,62,973)
Assessed Tax for earlier years		(8,841)
Brought forward from earlier years	(35,27,760)	(26,07,907)
Balance Carried To Balance Sheet	(29,12,498)	(35,27,760)

2. FUTURE PERFORMANCE:

In the year under review, the Company has Profit of Rs. 13,11,487/-. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the company in the current Financial Year.

3. DIVIDEND:

In view of Inadequate Profit, Your Directors do not recommend any dividend for the year.

4. AUDITORS:

The retiring Auditors **MAROTI & ASSOCIATES**, Chartered Accountants, Kolkata hold office till the conclusion of the Annual General Meeting and is eligible for reappointment.

5. DIRECTORS:

Mr. Arun Chakraborty and Mr. Sudarson Kayori retires by rotation and being eligible, offers themselves for re-appointment.

6. PERSONNEL:

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company. No employee of the company is in receipt of remuneration in excess of the limit prescribed under Section 217(2A) of the Companies Act, 1956.

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7. STATUTORY INFORMATION:

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the

Board of Directors) Rules, 1988:

1. CONSERVATION OF ENERGY : Nil

2. TECHNOLOGY ABSORPTION & ADOPTION : Nil

3. FOREIGN EXCHANGE EARNING & OUTGO: Nil

8. RESPONSIBILITY STATEMENT:

i. In preparation of the annual accounts, the applicable Accounting Standards have been followed.

The Directors have selected such accounting policies 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 the Financial Year.

iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting

records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets

of the Company and for preventing and detecting fraud and other irregularities.

iv. The Directors have prepared the annual accounts on going concern basis.

9. CORPORATE GOVERNANCE:

As required under clause 49 of the listing agreement with the Stock Exchange, the Report on Corporate

Governance together with Auditors view regarding compliance of the SEBI code of Corporate Governance

is annexed herewith.

10. ACKNOWLEDGEMENTS:

The Board wishes to place on record their gratitude for the co-operation and assistance received from

all those who contributed by some means or other for the performance of the company and expect the

same in the future.

For and on behalf of the Board

Tapas Mondal

Ramesh Chandra Daga

Date: 24th day of May, 2013

Place: Kolkata

Director Managing Director

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ANNEXURE - TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below.

A) MANDATORY REQUIREMENTS:

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has implemented mandatory requirements of the code of Governance as mentioned in clause 49 of the Listing Agreement.

2) BOARD OF DIRECTORS

 The Board comprises of executive and non-executive Directors of whom four are independent directors.

The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No of other Directorship	No of other Committee Membership
Mr. Ramesh Chandra Daga	Managing Director	Executive	26	
Mr. Tapas Mondal	Director	Executive	14	
Mr. Arun Chakraborty	Director	Non Executive Independent	1	
Mr. Suderson Kayori	Director	Non Executive Independent	1	
Mrs. Kakoli Mondal	Director	Non Executive Independent	8	
Mr. Rathindra Nath Ghosh	Director	Non-Executive Independent		

b) Appointment/Reappointment of Directors

Mr. Arun Chakraborty and Mr. Sudarson Kayori who retires by rotation during the ensuing Annual General Meeting and is eligible for reappointment.

3) AUDIT COMMITTEE

The Composition procedure, role / function of the Audit Committee comply with the requirements of the Listing Agreement. The brief terms of reference of the Audit Committee includes the following:

Overseeing the Company's financial report process and disclosure of its financial information.

Review of quarterly and annual financial results before submission to the Board.

Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.

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Investigate any matter referred to by the Board.

The Composition of the Audit Committee:

MEMBERS	CATEGORY	
Mr. Ramesh Chandra Daga	Executive	
Mr. Arun Chakraborty	Non Executive	
Mrs. Kakoli Mondal	Non Executive	

During the year under review 4 (four) meetings of the Audit Committee were held.

4) SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company.

The Composition of the said Committee is as follows:

MEMBERS	CATEGORY
Mr. Ramesh Chandra Daga	Executive
Mr. Arun Chakraborty	Non Executive
Mrs. Kakoli Mondal	Non Executive

During the year under review 4 (four) meeting of the Shareholders/Investors Grievances Committee were held.

5) REMUNERATION COMMITTEE

The remuneration committee has been constituted by the Board of Directors to review and / or recommend the remuneration of the Executive Directors of the Company in accordance with the guidelines laid out by the statute and the listing agreement with the stock exchange.

During the year 2 meetings of the remuneration committee was held

The Composition of the said Committee is as follows:

MEMBERS	CATEGORY	No of meetings Attended	
Mr. Tapas Mondal	Executive	2	
Mr. Arun Chakraborty	Non Executive	2	
Mr. Suderson Kayori	Non Executive	2	

Details of remuneration paid to the Managing Director

Name	Salary	Total amount paid as on 31.03.2013	Period of Service Contract
Mr. Ramesh Chandra Daga	Rs 96,000/-	Rs 96,000/-	5 (Five) year From : 01.10.2009

6) BOARD PROCEDURE

Composition:

At present the strength of the Board is **6 (Six)** Directors. The Composition of the Board of Directors and their attendance at the Board Meeting and at the last Annual General Meeting is as follows:

Name of the Director	Nature of Directorship	No.of Board Meetings Attended	Attendance at the Last AGM
Mr. Ramesh Chandra Daga	Executive	6	YES
Mr. Tapas Mondal	Executive	6	YES
Mr. Arun Chakraborty	Non-Executive Independent	6	YES
Mr. Suderson Kayori	Non-Executive Independent	6	YES
Mrs.Kakoli Mondal	Non-Executive Independent	4	YES
Mr. Rathindra Nath Ghosh	Non-Executive Independent	4	YES

During the financial year ending 31.03.2013 : 6 (Six) meeting of the Board of Directors were held on 14.05.2012, 25.06.2012, 13.08.2012, 12.11.2012, 11.02.2013 & 22.03.2013.

RESPONSIBILITIES:

At the Board meetings of the Company the directors are being provided information stipulated in clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

BOARD MEETINGS:

The meeting of the Board of Directors are being held at regular intervals of not more than four months at the Company's Registered Office at Kolkata and are generally scheduled well in advance and the provisions under the Companies Act, 1956 and those under clause 49 of the Listing Agreement are followed in this regard. The Board meets at least once in a quarter to review quarterly performance and financial results. The agenda of the meeting is prepared and circulated to the directors in advance. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions. Senior Executives/Directors of the Group Company are invited to attend the Board meeting for discussion and providing inputs and their views, as and when required.

7) GENERAL BODY MEETINGS

The previous three Annual General Meetings of the Company held on the dates, at time and venue given below:

Financial Year	Date	Time	Venue
2009-2010	03.08.2010	2.30PM	3,Synagogue Street, 2 nd Floor, Kolkata-700001
2010-2011	09.09.2011	3.30PM	3,Synagogue Street, 2 nd Floor, Kolkata-700001
2011-2012	27.08.2012	3.30PM	3,Synagogue Street, 2 nd Floor, Kolkata-700001

All special resolutions moved at the last Annual General Meeting were passed by a show of hands unanimously by all the members present at the Meeting and no special resolution was put through postal ballot.

8) DISCLOSURES

During the financial year ended **March 31, 2013** there were no materially significant related party transactions with the Company's Directors or their relatives.

The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.

9) MEANS OF COMMUNICATIONS

The quarterly/half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in Asian Age/Financial Express & Kalantar Newspapers. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

10) GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING:

Date : 29th Day of August, 2013

Day : Monday

Time: 3.30 p.m.

Venue: 3, Synagogue Street, 2nd Floor, Kolkata – 700 001.

DATE OF BOOK CLOSURE:

From: 22nd day of August, 2013 to 29th day of August, 2013 (both days inclusive)

LISTING OF SECURITIES:

The Calcutta Stock Exchange Ltd. Code No. 023098

The U. P. Stock Exchange Association Ltd. Code No. M00023

LISTING FEES

The Company has paid listing fees for the financial year **2012-2013** to all the Stock Exchanges where the securities are listed.

DEMAT ISIN NUMBER FOR NSDL AND CDSL

ISIN number has been issued to Equity Shares by NSDL and CDSL is :INE717C01017

THE REGISTRAR & SHARE TRANSFER AGENTS

NICHE TECHNOLOGIES PVT. LTD.

D-511, Bagri Market,

71, B. R. B. B. Road, 5th Floor

Kolkata-700001

Distribution of Shareholding as on 31st March, 2013:

Slab	No. of Shareholders		No. of Ord	inary Shares
	Total	% of Shareholders	Total	% of Shareholders
001-500	374	78.4067	38,230	0.0398
501-1000	13	2.7254	10,100	0.0105
1001-5000	9	1.8868	19,965	0.0208
5001-10000	16	3.3543	1,12,040	0.1165
10001-50000	15	3.1447	3,83,950	0.3993
50001-100000	8	1.6771	7,11,880	0.7403
100001 and above	42	8.8050	9,48,88,185	98.6729
Total	477	100.0000	9,61,64,350	100.0000

Category of Shareholders as on 31st March, 2013:

Category	No. of Shares	%
Public	8,16,745	0.849
Domestic Bodies Corporate	6,98,28,105 72.613	
Clearing Member & Clearing Corpo.	300	0.000
Promoters & Associates	2,55,19,200	26.537
TOTAL	9,61,64,350	100.000

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The key areas of Management Discussion and Analysis are given below.

INDUSTRY STRUCTURE AND DEVELOPMENTS

During the fiscal year 2012-13, the Indian economy faced significant strains in its growth rate. There was a sharp decline in GDP rate from 6.2% in 2011-12 to 5.4% in 2012-13. The high level of Fiscal and Current Account deficits had a dampening effect on the Indian economy. The tightened liquidity also affected the functioning of Capital markets. In order to control the soaring inflation and to strengthen the Indian economy, RBI introduced several fiscal measures during the year.

With the intervention of RBI, your Company expects a favorable market in the years to come.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments.

OUTLOOK

The economic slowdown had a significant bearing on the functioning and profitability of NBFCs in the medium term. But it has been estimated that in the long run there are vast opportunities for NBFCs. Hence, the Company is expecting to improve its performance and profitability in years to come.

OPPORTUNITIES & THREATS

Business opportunities for finance companies are enormous as the new areas and segments are being explored. A larger segment of customers remain unserved by Banks and large sized Finance Companies. Your Company on its part is also well poised to seize new opportunities as they come.

The major threat being faced by finance companies are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate.

RISKS & CONCERNS

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

HUMAN RESOURCES

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PERFORMANCE

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

For and on behalf of board of directors

Sd/

(Ramesh Chandra Daga)

Chairman

Place : Kolkata

Mangalam Industrial Finance Ltd.

CEO/CFO Certification

We have reviewed financial statements and the Cash Flow statement for the year and that to the best of our

knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain

statements that might be misleading;

ii. These statements together present a true and fair view of the Company's affairs and comply with existing

accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the

year that are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the

effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the

Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and

the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in the internal control during the year;

2. Significant changes in the accounting policies during the year, if any, and that the same have been

disclosed in the notes to the financial statements; and

3. Instances of significant fraud and the involvement therein, if any, of the management or an employee

having a significant role in the Company's internal control system.

For and on behalf of board of directors

Sd/-

(Ramesh Chandra Daga)

CEO / CFO / MD

Place: Kolkata

Date: 24th day of May, 2013

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CERTIFICATE

To

The Members of

M/s. Mangalam Industrial Finance Limited

3, Synagogue Street, 2nd Floor,

Kolkata - 700 001

We have examined the Compliance of the Conditions of Corporate Governance by **M/s. Mangalam Industrial Finance Limited** for the year ended on **March 31, 2013** 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 has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the institute of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the investor's Grievance Committee, there was no Investors' Grievance matter remaining unattended for more than 30 days as on **31st March**, **2013**, against the Company.

We further state that such Compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MAROTI & ASSOCIATES

Chartered Accountants

(M.K.MAROTI)

Proprietor

M. No.057073

Firm Reg. No : 322770E

Place: Kolkata

AUDITORS' REPORT

To

The Members

MANGALAM INDUSTRIAL FINANCIAL LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **Mangalam Industrial Finance Ltd.**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. 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 31, 2013;
- (b) in the case of the statement of Profit and Loss, of the PROFIT for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2003 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:
 - 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For MAROTI & ASSOCIATES
Chartered Accountants
(M.K.MAROTI)
Proprietor
M. No.057073

Firm Reg. No: 322770E

Place : Kolkata

ANNEXURES TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date on the Accounts for the year ended on 31.03.2013.

- 1. The Company had No fixed assets during the year. Hence Clause 4(I) (a) (b) and (c) are not applicable
- 2. The Company had No Inventories during the year hence clause 4(II)(a) (b) and (c) are not applicable to it.
- 3. a) The Company has not granted unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act. Hence clause 4(III)(b)(c) and (d) are not applicable.
 - b) The Company has not taken unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act Hence clause 4(III) (f) and (g) are not applicable.
- 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
- 5. a) In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act , 1956 and which required to be so entered in the register maintained under SEC 301 of the said Act , have been so entered
 - b) In our opinion and according to the information and explanations given to us the Company has not entered into any transaction made in pursuance of contracts or arrangements entered in the Register maintained under Sec 301 of the Companies Act 1956 exceeding Rs 5,00,000 / or more in respect of any party . Accordingly Paragraph (V) (b) of the order is not applicable.
- 6. The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58A. 58AA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
- 7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act,1956 in respect of services carried out by the Company
- 9. a) According to the records examined by us, the company is regular in depositing with appropriate authorities undisputed Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues applicable to it.
 - As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues were outstanding at the year end for a period of more than Six Months from the date they became payable
 - As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.

Mangalam Industrial Finance Ltd.

- 10. The Company has accumulated loss at the end of the Financial Year which is less than fifty percent of the net worth of the company. Further it has not incurred any cash losses during the financial year ended on that date and in the immediately preceding financial year.
- 11. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year.
- 12. According to the information and explanations given to us and based on the documents and records produced 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. In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in. The shares have been held by the Company in its own name
- 15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16. The Company has not obtained any term loans. Accordingly clause 4(xvi) of the Order is not applicable.
- 17. According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
- 18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
- 19. The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
- 20. The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
- 21. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

For MAROTI & ASSOCIATES
Chartered Accountants

(M.K.MAROTI) Proprietor M. No.057073

Place : Kolkata

Firm Reg.No : 322770E

Place: Kolkata

Auditor's Report of Non Banking Financial Companies

To

The Board of Directors

M/s. Mangalam Industrial Finance Limited

3, Synagogue Street, 2nd Floor,

Kolkata - 700 001

Dear Sir,

In compliance with the Non Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 we report that

Α

- 1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Bank
- 2. On the basis of our examination of current year Balance Sheet and profit and loss account we hereby report that Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern as on 31st March, 2013.
- On the basis of our examination of current years Balance Sheet and the immediately preceding current year balance sheet we report that the Company be classified based on its assets as INVESTMENT COMPANY.

В

- 1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits
- 2. The Company has not accepted any deposit from the public during the year ended 31st March, 2013
- 3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007
- **4.** The Company is not a systematically important company as defined in paragraph 2(1)(XIX)of the Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007

For MAROTI & ASSOCIATES
Chartered Accountants

(M.K.MAROTI)

Proprietor

M. No.057073

Firm Reg.No: 322770E

Place: Kolkata

BALANCE SHEET AS AT 31ST MARCH, 2013

		Note No	31ST MARCH 2013 ₹	31ST MARCH, 2012 ₹
I.	EQUITY AND LIABILITIES			
	(1) Shareholder's Funds			
	(a) Share Capital	2	961,643,500	961,643,500
	(b) Reserves and Surplus	3	(1,382,415)	(1,997,677)
	(2) Current Liabilities			
	(a) Unsecured Loans	4	500,493	_
	(b) Other current liabilities	5	20,994	1,016,854
	(c) Short-term provisions	6	932,832	330,954
	TOTAL		961,715,404	960,993,631
II.	Assets			
	(1) Non-current assets			
	(a) Non-current investments	7	888,210,000	848,160,000
	(b) Deferred tax assets (net)	8	_	74,791
	(c) Long term loans and advances	9	_	19,556
	(2) Current assets			
	(a) Cash and cash equivalents	10	1,965,451	892,893
	(b) Short-term loans and advances	11	71,300,207	110,925,007
	(c) Other current assets	12	239,746	921,384
	TOTAL		961,715,404	960,993,631
SIC	SNIFICANTACCOUNTING POLICIES	1		
ОТ	HER NOTES ON ACCOUNTS	20		

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

(M.K. MAROTI) (Propreitor) M.No: 057073

Place: Kolkata
Date: 24th day of May, 2013

M.No: 057073 Firm Reg No: 322770E

(Chartered Accountants)

In terms of our report of even date FOR MAROTI & ASSOCIATES

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013

	PARTICULARS	Note No	31ST MARCH 2013 ₹	31ST MARCH, 2012 ₹
ı	REVENUE FROM OPERATIONS	13	6,868,422	1,075,948
II	OTHER INCOME	14	_	5,601
Ш	TOTAL REVENUE (I + II)		6,868,422	1,081,549
IV	EXPENSES			
	Purchase of Equity Shares		3,750,000	_
	Employee Benefit Expenses	15	501,000	206,500
	Depreciation and Amortization Expense	16	827,750	892,650
	Other Expenses	17	477,692	453,125
	Financial Cost	18	493	_
	TOTAL EXPENSES		5,556,935	1,552,275
V	Profit Before Tax		1,311,487	(470,726)
VI	TAX EXPENSES			
	a Current Tax		(700,940)	(52,416)
	b Mat Tax Credit		(19,556)	_
	c Deferred Tax		(74,791)	(124,897)
VII	PROFIT / (LOSS) FOR THE PERIOD		516,200	(648,039)
VIII	Earning Per Equity Share			
	a Basic	19	0.005	(0.007)
	b Diluted	19	0.005	(0.007)
SIG	NIFICANT ACCOUNTING POLICIES	1		
ОТІ	HER NOTES ON ACCOUNTS	20		

For and on behalf of the Board

R. C. Daga T. Mondal

Managing Director Director Company Secretary

S. K. Rout

In terms of our report of even date FOR MAROTI & ASSOCIATES (Chartered Accountants)

(M.K. MAROTI)

(Propreitor) M.No : 057073

Firm Reg No : 322770E

Place : Kolkata

NOTE - 1

Significant Accounting Policies:

01 ACCOUNTING CONVENTIONS

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory Accounting Standards.

02 INVESTMENTS

Investments are long-term investments, hence valued at cost.

03 RECOGNITION OF INCOME & EXPENDITURE

Income & Expenditures are accounted for on accrual basis, except dividend those are accounted for on Receipt Basis.

04 TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

05 **CONTINGENCIES**:

These are disclosed by way of notes on the Balance sheet . Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end , till the finalization of accounts and material effect on the position stated in the Balance Sheet

06 PROVISIONING FOR STANDARD ASSETS:

The Reserve Bank Of India vide Notification No DNBS 223 / CGM (US) 2011 DATED 17 JANUARY, 2011 has issued direction to all NBFCs to make provision of 0.25% on STANDARD ASSETS with immediate effect. Accordingly the Company has made provision @ 0.25% on Standard Assets in accordance therewith.

07 PROVISIONING FOR DEFERRED TAXES:

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

08 EARNING PER SHARE

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year

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

NOTE 20 OTHER NOTES ON ACCOUNTS

- 1 Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
- **2** Loans, advances and sundry debtors and sundry creditors balances are subject to confirmation by the respective parties

3 Segment Report:

The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

4 Related Party Disclosure:

As per accounting statndard 18 the information for related parties is given below:

Annual Report 2012 - 13 =

Name of the related parties

ASSOCIATES

SUBSIDIARIES

- 1. FUNIDEA REALTORS LTD
- 2. GYANESHWAR NIKETAN LTD
- 3. GOPAL PRIYA VINIMAY LTD
- 4. MEGAPIX CONCLAVE LTD
- 5. MOONLOVE VYAPAAR LTD
- 6. MARBHUMI IMPEX LTD
- 7. SUVRIDHI VANIJYA LTD
- 8. WATERLINK SUPPLIERS LTD

KEY MANAGEMENT PERSONNEL (KMP)

1. Ramesh Chandra Daga

RELATIVES OF (KMP)

RELATED PARTY TRANSACTION

SI. No.	Nature Of Transaction	Relation	31/03/2013 (₹)	31/03/2012 (₹)
	Directors Remuneration			
1	Ramesh Chandra Daga	Managing Director	Rs. 96,000/-	Rs. 96,000/-

5 The Company has Complied this information based on the current information in its possession as at 31.03.2013, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006

Amount due to Micro Small and Medium Enterises as on 31.03.2013 ₹ NIL (PY ₹ NIL)

6 <u>Deferred Taxation:</u>

Deferred Tax Assets on account of long term losses and short term losses has not been considered on account of uncertainity of realisable income under the said head which will be available for realisation.

7	Provisioning as per AS 29	<u>Amount</u>
	TAXATION	

Opening 53,641
Add: Additions 700,940
Less: Adjustments —
Closing 754,581

- **8** Provision for Outstanding Standard Assets have been made @ 0.25% as per RBI Circular No.: DNBPS.PD.CC.No. 207/03.02.002 /2010-11 dated: 17-01-2011
- **9** No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the Payment of Gratuity Act.
- 10 No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year .
- 11 Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.
- 12 Particulars required to be furnished by the NBFCs as per paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per annexed separately.

NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

31ST MARCH, 2013 31ST MARCH, 2012 ₹

NOTE - 2

SHARE CAPITAL

Authorised

9,61,70,000 Equity Shares of ₹10/- each	961,700,000	961,700,000
Issued, Subscribed & Paid up		
9,61,64,350 Equity Shares of ₹10/- each	961,643,500	961,643,500
	961,643,500	961,643,500

A.

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MA	RCH , 2013	31ST MARCH , 2012		
	Nos	Amount	Nos	Amount	
Shares outstanding at the beginning of the year	96,164,350	961,643,500	96,164,350	961,643,500	
Shares issued during the year					
Shares outstanding at the end of the year	96,164,350	961,643,500	96,164,350	961,643,500	

В

TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of ₹ 10 /- per share . Each holder of Equity share is entitled to one vote per share

in the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders

C

Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	31ST MARCH, 2013 31ST MARCH, 2		CH, 2012	
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)	Nos	%	Nos	%
ROSEMOUNT MARKETING PVT. LTD	9,650,750	10.04	9,985,750	10.38
APURVA DISTRIBUTORS PVT. LTD.	7,833,250	8.15	7,833,250	8.15
REALITY COMMODEAL PVT. LTD.	7,566,000	7.87	6,910,000	7.19
GUIDE DEALCOM PVT. LTD.	6,376,500	6.63	6,376,500	6.63
KIRTI COMMOTRADE PVT. LTD.	6,295,250	6.55	6,295,250	6.55
NILLANCHAL DEALCOMM PVT. LTD.	5,910,000	6.15	5,910,000	6.15
GOODVIEW OVERSEAS PVT. LTD.	5,872,000	6.11	5,872,000	6.11
SUPARAS IMPEX PVT. LTD.	4,951,250	5.15	4,951,250	5.15
ALERT COMMODEAL PVT. LTD.	4,950,000	5.15	4,950,000	5.15

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares **D.**

SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Out of the above 94945000 (PY:94945000) egity shares have been issued for consideration other than cash.

NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 3		
RESERVES & SURPLUS		
Capital Reseve		
OP. Balance	370,630	370,630
Α	370,630	370,630
Amalgamation Reserve		
OP. Balance	1,050,000	1,050,000
В	1,050,000	1,050,000
Reserve Fund		
OP. Balance	108,749	108,749
С	108,749	108,749
Special Reserve		
OP. Balance	704	704
Add: Created During the Year	103,240	
D	103,944	704
Profit & Loss Account		
OP. Balance	(3,527,760)	(2,607,907)
Add: Profit for the year	516,200	(648,039)
Add: Contingency provision for standard Assets	99,062	(262,973)
Add: Assessed Tax for earlier years	_	(8,841)
Less :Transfer to Reserve Fund (as per RBI Rule)	(103,240)	
E	(3,015,738)	(3,527,760)
TOTAL(A+B+C+D+E)	(1,382,415)	(1,997,677)
NOTE - 4	(1,002,110)	(1,001,011)
UNSECURED LOANS		
From Bodies Corporate	500,493	
·	500,493	
NOTE - 5		
OTHER CURRENT LIABILITIES		
Advances		1,000,000
Liabilities For Expenses	20,994	16,854
	20,994	1,016,854
NOTE - 6		
SHORT TERM PROVISION		
Provision for Taxation	754,581	53,641
Contingency Provision for Standard Assets	178,251	277,313
	932,832	330,954

NOTE - 7 NON CURRENT INVESTMENTS (Long Term, Non Trade, Valued at Cost)

		2012 - 2013	}		2011 - 201	12
	FACE	NO. OF	AMOUNT	FACE	NO. OF	AMOUNT
	VALUE	SHARES		VALUE	SHARES	
UNQUOTED SHARES						
ADVENT DEALCOMM PVT LTD	10	25,000	10,000,000		_	
AGARWALTREXIM PVT. LTD.	10	201,900	80,760,000	10	201,900	80,760,000
ALBRIGHT AGENCIES PVT. LTD.	10	62,500	25,000,000	10	62,500	25,000,000
ALLIED TREXIM PVT. LTD.	10	30,000	12,000,000	10	30,000	12,000,000
BLISS DEALCOMM PVT. LTD.	10	23,000	9,200,000	10	23,000	9,200,000
BRENTWOOD MERCHANDISE PVT. LTD.	10	72,250	28,900,000	10	72,250	28,900,000
BULLPOWER SUPPLIERS PVT. LTD.	10	8,750	3,500,000	10	8,750	3,500,000
CAMPUS IMPEX PVT. LTD.	10	48,250	19,300,000	10	48,250	19,300,000
CINDRELLA COMMODITIES PVT. LTD.	10	44,000	17,600,000	10	44,000	17,600,000
CREATIVE COMMODEAL PVT. LTD.	10	10,500	4,200,000	10	10,500	4,200,000
CYGNUS TREXIM PRIVATE LIMITED	10	23,250	9,300,000	10	23,250	9,300,000
CHETANI VINEEYOG PVT LTD	10	250,700	100,280,000	10	250,700	100,280,000
FORTUNE TRADE & VYAPAAR PVT LTD.	10	7,500	3,000,000	10	7,500	3,000,000
FUNIDEA REALTORS LTD	10	70,000	10,500,000	10	70,000	10,500,000
GYANESHWAR NIKETAN LTD	10	50,000	500,000	10	50,000	500,000
GOPAL PRIYA VINIMAY LTD	10	50,000	500,000	10	50,000	500,000
GANAPATI RIVERSIDE PVT LTD	10	241,500	96,600,000	10	241,500	96,600,000
HERITAGE TREXIM PVT. LTD.	10	42,000	16,800,000	10	42,000	16,800,000
KASHYAP COMMDEAL PVT.LTD.	10	21,250	8,500,000	10	21,250	8,500,000
LOTUS TRADE & VYAPAAR PVT. LTD.	10	11,000	4,400,000	10	11,000	4,400,000
MAARS ADVISORY SERVICES PVT. LTD.	10	8,000	3,200,000	10	8,000	3,200,000
MEGAPIX CONCLAVE LTD	10	70,000	10,500,000	10	70,000	10,500,000
MOONLOVE VYAPAAR LTD	10	70,000	10,500,000	10	70,000	10,500,000
MARUBHUMI IMPEX LTD	10	70,000	10,500,000	10	70,000	10,500,000
NEXCARE AGENCY PVT. LTD.	10	8,000	3,200,000	10	8,000	3,200,000
NOVAGOLD ADVISORY SERVICES PVT. LTD.	10	8,250	3,300,000	10	8,250	3,300,000
ORIENTAL COMMOTRADE PVT. LTD.	10	8,750	3,500,000	10	8,750	3,500,000
PRIYANKA TREXIM & COMMERCE P. LTD	10	151,800	60,720,000	10	151,800	60,720,000
QUADRA SUPPLIERS PVT. LTD.	10	9,000	4,500,000	10		_
RIGHT COMMODITIES PVT. LTD.	10	42,500	17,000,000	10	42,500	17,000,000
RIKZEN CONTRA PVT. LTD.	10	298,000	119,200,000	10	298,000	119,200,000
ROPLAS COMMOTRADERS PVT LTD	10	63,875	25,550,000	10	_	
SNOWFALL AGENCIES PVT.LTD.	10	24,750	9,900,000	10	24,750	9,900,000
SUVRIDHI VANIJYA LTD	10	70,000	10,500,000	10	70,000	10,500,000
SUTLAJ SALES PVT LTD	10	186,250	74,500,000	10	186,250	74,500,000
WATERLINK SUPPLIERS LTD	10	70,000	10,500,000	10	70,000	10,500,000
ZED DEALCOMM PVT. LTD.	10	20,500	8,200,000	10	20,500	8,200,000
ZEN MERCHANTS PVT. LTD.	10	105,250	42,100,000	10	105,250	42,100,000
GRAND TOTAL :		2,578,275	888,210,000		2,480,400	848,160,000

Annual Report 2012 - 13 ——————————————————————————————————	31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 8		
DEFERRED TAX ASSETS		
Op. Balance Add : Generated	74,791	199,688
Less: Reversed	— (74,791)	<u>—</u> (124,897)
CI . Balance		74,791
NOTE - 9		
LONG TERM LOANS & ADVANCES		
(Unsecured, Considered good)		
MAT Tax Credit Receivable		19,556
		19,556
NOTE - 10		
CASH & CASH EQUIVALENTS	4 440	100.010
Cash in hand (As certified) Balances with Schedule Bank in Current Account	1,419	139,042
Balances with Schedule Bank in Current Account	1,964,032	753,851
NOTE 44	1,965,451	892,893
NOTE - 11 SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered good)		
Loans	21,300,207	60,925,007
Other Advances	50,000,000	50,000,000
	71,300,207	110,925,007
NOTE -12		
OTHER CURRENT ASSETS		
T.D.S.	238,794	92,682
Income Tax Refund Receivable Miscellaneous Expenditure	952	952 927 750
Miscellarieous Experiulture		827,750
NOTE 42	239,746	921,384
NOTE - 13 REVENUE FROM OPERATIONS		
Sale of Equity Shares	4,845,000	
Interest (TDS ₹146112/- (PY ₹79218 /-)	2,023,422	1,055,948
Dividend		20,000
	6,868,422	1,075,948
<u>NOTE - 14</u>		
OTHER INCOME		
Interest on I.T. Refund		5,601
		5,601
NOTE - 15		
EMPLOYEE BENEFIT EXPENSES Salary & Bonus	405,000	110,500
Directors Remuneration	96,000	96,000
	501,000	206,500

Mangalam Industrial Finance Ltd.

In terms of our report of even date

FOR MAROTI & ASSOCIATES

(Chartered Accountants)

	3	1ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 16	_		
DEPRECIATION & AMORTIASATION			
Preliminary Expenses W/Off		827,750	892,650
		827,750	892,650
<u>NOTE - 17</u>			
OTHER EXPENSES			
Advertisement Expenses		25,770	14,854
Audit Fees		23,597	17,957
Bank Charges		657	331
Certification Fees		10,000	10,000
Data entry charges		18,000	15,000
Demat Expenses			1,179
Depository Expenses		112,360	110,300
Internal Audit Fees		3,000	_
Filing Fees		3,500	1,000
General Expenses		16,926	22,299
Professional Expenses		30,000	52,429
Listing Fees		153,019	150,908
Postage & Telegram		20,192	10,781
Printing & Stationery		46,159	31,438
Rates & Taxes		4,400	4,400
Transfer Agent Fees		10,112	10,249
		477,692	453,125
NOTE - 18			
FINANCIAL COST			
Interest Paid on unsecured Loans		493	
		493	
NOTE 40			
NOTE - 19 EARNING PER SHARE			
Net Profit after tax as per Statement of Profit and Loss	(A)	516,200	(648,039)
weighted Average number of equity shares outstanding	(B)	96,164,350	96,164,350
Basic and Diluted Earnings per share (₹)	, ,	0.005	(0.007)
Face value per equity share (₹)		10	10

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

 Place : Kolkata
 M.No : 057073

 Date : 24th day of May, 2013
 Firm Reg No : 322770E

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2013

		31.03	3.2013	31.03.	2012
1. CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit/(Loss) before Tax	(a)		1,311,487		(470,726)
Add:					
Preliminary Expenses W/O.		827,750		892,650	
Less:-				,	
Dividend Income	4.	_		(20,000)	
Sub Total -	(b)		827,750		872,650
Operating Profit before Working Capital Cha	nges	(a)+(b)	2,139,237		401,924
Adjustments					
Decrease/(Increase) in Loans & Advances		39,478,688		(105,188,858)	
Increase / (Decrease) in Current Liabilities		(995,860)		1,003,618	
Dividend Income		_		20,000	
Adjustments for I.T & Provisions		_		17,890	
Sub Total -	(c)		38,482,828		(104,147,350)
Net Cash from Operating Activities	Α		40,622,065		(103,745,426)
2. CASH FLOW FROM INVESTING ACTIVITIES					
Increase / (Decrease) in Investments		(40,050,000)		104,053,000	
Net Cash from Investing Activities	В		(40,050,000)		104,053,000
3. CASH FLOW FROM FINANCING ACTIVITIES					
Unsecured Loans		500,493		_	
Loan Raised during the year		_		_	
Net Cash from Financing Activities	С		500,493		
Net Increase in Cash/Cash Equivalent		A+B+C	1,072,558		307,574
Cash/Cash Equivalents (Opening)			892,893		585,319
Cash/Cash Equivalents (Closing)			1,965,451		892,893

Note:

1. The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard-3 on Cash Flow Statements

		1,965,451	892,893
	Balnce With Schedule Banks in current Account	1,964,032	753,851
	Cash in Hand	1,419	139,042
2.	Cash & Cash Equivalents Comprise		
		<u>31/03/2013</u>	<u>31/03/2012</u>

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

In terms of our report of even date
FOR MAROTI & ASSOCIATES
(Chartered Accountants)
(M.K. MAROTI)
(Propreitor)

 Place : Kolkata
 M.No : 057073

 Date : 24th day of May, 2013
 Firm Reg No : 322770E

ANNEXURE REFERRED TO IN POINT 12 OF NOTE NO-18 TO ACCOUNTS ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY AS ON 31.03.2013 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS , 2007

PARTICULARS LIABILITIES SIDE

(₹ in Lacs)

LOANS AND ADVANCES AVAILED	AMOUNT	AMOUNT
BY THE NBFCS INCLUSIVE OF INTEREST	OUTSTANDING	OVERDUE
ACCRUESD THEREON BUT NOT PAID		
a. DEBENTURES		
• SECURED	NIL	NIL
• UNSECURED	NIL	NIL
(OTHER THAN FALLING WITHIN THE MEANING OF		
PUBLIC DEPOSIT)		
b. DEFERRED CREDITS	NIL	NIL
c. TERM LOANS	NIL	NIL
d. INTER - CORPORATE LOANS		
AND BORROWINGS	5.005	5.005
e. COMMERCIAL PAPER	NIL	NIL
f. PUBLIC DEPOSIT	NIL	NIL
g. OTHER LOANS (SPECIFY NATURE)	NIL	NIL

ASSET SIDE

BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW		AMOUNT OUTSTANDING
• SECURED	NIL	NIL
• UNSECURED	713.002	713.002
BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL/ HP ACTIVITIES	NIL	NIL
1 LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS • FINANCIAL LEASE	NIL	NIL
OPERATING LEASE		NIL
2 STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS	NIL	
ASSETS ON HIRE	NIL	NIL
• REPOSSESSED ASSETS	NIL	NIL
3 HYPOTECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES	NIL	NIL
• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	NIL
• LOANS OTHER THAN ABOVE	NIL	NIL

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BREAK UP OF INVESTMENTS

CURRENT INVESTMENTS (STOCK IN TRADE)		
1. QUOTED		
• SHARES		
EQUITY	NIL	NIL
PREFERENCE	NIL	NIL
DEBENTURES AND BONDS	NIL	NIL
• UNITS OF MUTUAL FUNDS	NIL	NIL
• GOVERNMENT SECURITIES	NIL	NIL
• OTHERS	NIL	NIL
2. UNQUOTED		
• SHARES		
EQUITY	NIL	NIL
PREFERENCE	NIL	NIL
DEBENTURES AND BONDS	NIL	NIL
• UNITS OF MUTUAL FUNDS	NIL	NIL
• GOVERNMENT SECURITIES	NIL	NIL
• OTHERS	NIL	NIL
• LONG TERM INVESTMENTS		
1. QUOTED		
• SHARES		
EQUITY	NIL	NIL
PREFERENCE	NIL	NIL
DEBENTURES AND BONDS	NIL	NIL
• UNITS OF MUTUAL FUNDS	NIL	NIL
• GOVERNMENT SECURITIES	NIL	NIL
• OTHERS	NIL	NIL
2. UNQUOTED		
• SHARES		
EQUITY	8882.10	8882.10
PREFERENCE	NIL	NIL
DEBENTURES AND BONDS	NIL	NIL
• UNITS OF MUTUAL FUNDS	NIL	NIL
GOVERNMENT SECURITIES	NIL	NIL
•OTHERS	NIL	NIL

BORROWER GROUP WISE CLASSIFICATION OF ALL LEASED ASSETS, STOCK ON HIRE AND LOANS AND ADVANCES

	CATEGORY	AMOUNT NET OF PROVISIONS		
1	RELATED PARTIES	<u>SECURED</u>	<u>UNSECURED</u>	<u>TOTAL</u>
	a. SUBSIDIARIES	NIL	NIL	NIL
	b. COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	c. OTHER RELATED PARTIES	NIL	NIL	NIL
2	OTHER THAN RELATED PARTIES	NIL	713.00	713.00
	TOTAL	NIL	713.00	713.00

INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED)

CATEGORY	MARKET VALUE/ BREAK UPOF FAIR VALUE OR NAV	BOOK VALUE (NET OF PROVISION)		
1 RELATED PARTIES				
a. SUBSIDIARIES	640.00	640.00		
b. COMPANIES IN THE SAME GROUP	NIL	NIL		
c. OTHER RELATED PARTIES	NIL	NIL		
2 OTHER THAN RELATED PARTIES	8242.10	8242.10		
TOTAL	8882.10	8882.10		
7. OTHER INFORMATION				
PARICULARS		AMOUNT		
I) GROSS NON- PERFORMING ASSETS				
A. RELATED PARTIES		NIL		
B. OTHER THAN RELATED PARTIES		NIL		
II) NET NON- PERFORMING ASSETS				
A. RELATED PARTIES		NIL		
B. OTHER THAN RELATED PARTIES		NIL		
III) ASSETS ACQUIRED IN SATISFACTION OF DEBTS		NIL		

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

FOR MAROTI & ASSOCIATES (Chartered Accountants)

In terms of our report of even date

(M.K. MAROTI) (Propreitor)

M.No : 057073 Firm Reg No : 322770E

Place : Kolkata

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STATEMENT UNDER SECTION 212 OF THE COMPANIES ACT

		Funidea Realtors Ltd	Gopalpriya Vinimay Ltd	Gyaneshwar Niketan Ltd	Marubhumi Impex Ltd	Megapix Conclave Ltd	Moonlove Vyapaar Ltd	Suvridhi Vaanijya Ltd	Waterlink Suppliers Ltd
~	FINANCIAL YEARS OF THE SUBSIDIARY COMPANY ENDED ON	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013
2	SHARES OF THE SUBSIDIARY COMPANY HELD ON THE ABOVE DATE AND EXTENT OF HOLDING								
	P EQUITY SHARES	70,000	20,000	20,000	000'02	70,000	70,000	000'02	70,000
	➤ EXTENTOF HOLDING	100%	100%	100%	100%	100%	100%	100%	100%
က	THE NET AGGREGATE AMOUNTOFTHE SUBSIDIARIES PROFIT/(LOSS) SO FAR AS IT IS CONCERNED WITH THE MEMBERS OF THE MANGALAM INDUSTRIAL FINANCE LIMITED	NIL	NIF	NIL	NIF	NIL	NIF	NIL	NIF
	NOT DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS								
	FOR THE FINANCIAL YEAR OF THE SUBSIDIARY	(10,741)	(8,917)	(8,893)	(10,668)	(11,120)	(10,563)	(10,861)	(10,605)
	FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARY/SINCE IT BECAME THE HOLDING COMPANY'S SUBSIDIARY	(12,112)	(8,724)	(8,744)	(11,472)	(12,452)	(11,952)	(12,072)	(12,052)
	DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS								
	FOR THE FINANCIAL YEAR OF THE SUBSIDIARY	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARY/SINCE IT BECAME THE HOLDING COMPANY'S SUBSIDIARY	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4	MATERIAL CHANGES, IF ANY BETWEEN THE END OF THE FINANCIAL YEAR OF THE SUBSIDIARY COMPANY AND THAT OF THE HOLDING COMPANY	NIF	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	ADDITIONAL INFORMATION ON SUBSIDIARY COMPANIES								
	SHARE CAPITAL	7,00,000	5,00,000	5,00,000	7,00,000	7,00,000	7,00,000	7,00,000	7,00,000
	RESERVES & SURPLUS	9,777,147	(17,641)	(17,637)	098'117'6	9,776,428	9,777,485	190'111'6	9,777,343
	TOTALASSETS	10,478,647	483,859	483,863	10,479,360	10,477,928	10,478,985	10,478,567	10,478,843
	TOTAL LIABILITES	10,478,647	483,859	483,863	10,479,360	10,477,928	10,478,985	10,478,567	10,478,843
	INVESTMENTS	10,165,000	1	•	10,175,000	1,01,75,000	1,01,75,000	1,01,75,000	1,01,75,000
	TURNOVER	•	-	•	•	1	1	•	1
	PROFIT BEFORE TAX	(10,741))	(8,917)	(8,893)	(10,668)	(11,120))	(10,563)	(10,861)	(10,605)
	PROFIT AFTER TAX	(10,741)	(8,917)	(8,893)	(10,668)	(11,120)	(10,563)	(10,861)	(10,605)

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of

MANGALAM INDUSTRIAL FINANCE LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of MANGALAM INDUSTRIAL FINANCE LIMITED (the "Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated 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 consolidated 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, and based on consideration of the reports of the other auditors on the financial statements/ consolidated financial statements of the subsidiaries as noted below, the consolidated financial statement give a true and fair view in conformity with the accounting principles generally accepted in India

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the **PROFIT** of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

OTHER MATTERS

We did not audit the financial statements/ consolidated financial statements of the subsidiary whose financial statements/ consolidated financial statements reflect total assets of Rs. 6,38,40,052/- as at 31st March, 2013 and total revenues of Rs Nil for the year ended on that date and cash flows amounting to Rs (1,06,180)/- for the year then ended. These financial statements/ consolidated financial statements have been audited by other auditors whose report has been furnished to us and our opinion in so far as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.

In terms of our report of even date FOR MAROTI & ASSOCIATES (Chartered Accountants)

> (M.K. MAROTI) (Propreitor) M.No : 057073

Firm Reg No : 322770E

Place : Kolkata

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

		Note No	31ST MARCH 2013 ₹	31ST MARCH, 2012 ₹
I.	EQUITY AND LIABILITIES			
	(1) Shareholder's Funds			
	(a) Share Capital	2	961,643,500	961,643,500
	(b) Reserves and Surplus	3	57,245,637	56,712,743
	(2) Current Liabilities			
	(a) Short Term Borrowings	4	500,493	_
	(b) Other current liabilities	5	32,994	1,110,846
	(c) Short-term provisions	6	932,832	330,954
	TOTAL		1,020,355,456	1,019,798,043
II.	Assets			
	(1) Non-current assets			
	(a) Fixed Assets	7		
	Intangible Assets		58,800,000	58,800,000
	(b) Non-current investments	8	885,250,000	845,210,000
	(c) Deferred tax assets (net)	9	_	74,791
	(d) Long term loans and advances	10	_	20,917,933
	(2) Current assets			
	(a) Cash and cash equivalents	11	4,620,963	3,654,585
	(b) Short-term loans and advances	12	71,300,207	90,026,630
	(c) Other current assets	13	384,286	1,114,104
	TOTAL		1,020,355,456	1,019,798,043
SIC	GNIFICANT ACCOUNTING POLICIES	1		
ОТ	THER NOTES ON ACCOUNTS	21		

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

In terms of our report of even date FOR MAROTI & ASSOCIATES (Chartered Accountants)

> (Propreitor) M.No : 057073

(M.K. MAROTI)

Firm Reg No : 322770E

Place : Kolkata Date : 24th day of May, 2013

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013

	PARTICULARS	Note No	31ST MARCH 2013 ₹	31ST MARCH, 2012 ₹
I	REVENUE FROM OPERATIONS	14	6,868,422	1,075,948
II	OTHER INCOME	15	91,630	5,601
Ш	TOTAL REVENUE (I+II)		6,960,052	1,081,549
IV	EXPENSES			
	Purchase of Equity Shares		3,750,000	_
	Employee Benefit Expenses	16	501,000	206,500
	Depreciation and Amortization Expense	17	875,930	940,830
	Other Expenses	18	603,510	494,525
	Finance Cost	19	493	_
	TOTAL EXPENSES		5,730,933	1,641,855
V	Profit Before Tax		1,229,119	(560,306)
VI	TAX EXPENSES			
	a Current Tax		(700,940)	(52,416)
	b Mat Tax Credit		(19,556)	
	c Deferred Tax		(74,791)	(124,897)
VII	PROFIT / (LOSS) FOR THE PERIOD		433,832	(737,619)
VIII	Earning Per Equity Share			
	a Basic	20	0.005	(0.008)
	b Diluted	20	0.005	(0.008)
	SIGNIFICANT ACCOUNTING POLICIES	1		
	OTHER NOTES ON ACCOUNTS	21		

For and on behalf of the Board

R. C. Daga

Managing Director

S. K. Rout T. Mondal Director **Company Secretary**

(Propreitor) Place: Kolkata M.No: 057073 Date: 24th day of May, 2013 **Firm Reg No: 322770E**

(M.K. MAROTI)

(Chartered Accountants)

FOR MAROTI & ASSOCIATES

In terms of our report of even date

NOTE - 1

Significant Accounting Policies:

01 ACCOUNTING CONVENTIONS

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory Accounting Standards.

02 Principles of Consolidation

- 1 The Consolidated financial statements relate to Mangalam Industrial Finance Ltd. (the 'Company') and its wholly owned subsidiaries. The consolidated financial statements have been prepared on the following basis:
 - (a) The financial statements of The company and its subsidiaries have been combined on a line-by-line basis by adding together The book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements".
 - (b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumastances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- 2 The subsidiaries considered in the consolidated financial statements is:

Name of the company	% voting power held as at 31st March, 2013	% voting power held as at 31st March, 2012
(i) FUNIDEA REALTORS LTD	100	100
(ii) GYANESHWAR NIKETAN LTD	100	100
(iii) GOPAL PRIYA VINIMAY LTD	100	100
(iv) MEGAPIX CONCLAVE LTD	100	100
(v) MOONLOVE VYAPAAR LTD	100	100
(vi) MARBHUMI IMPEX LTD	100	100
(vii) SUVRIDHI VANIJYA LTD	100	100
(viii) WATERLINK SUPPLIERS LTD	100	100

03 INVESTMENTS

Investments are long-term investments, hence valued at cost. Investments other than in Subsidiaries have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

04 RECOGNITION OF INCOME & EXPENDITURE

Income & Expenditures are accounted for on accrual basis, except dividend those are accounted for on Receipt Basis.

05 PRELIMINARY EXPENSES

Preliminary Expense is amortised over a period of Five years.

06 PROVISIONING FOR STANDARD ASSETS:

The Reserve Bank Of India vide Notification No.DNBS 223/CGM (US) 2011 DATED 17 JANUARY, 2011 has issued direction to all NBFCs to make provision of 0.25% on STANDARD ASSETS with immediate effect. Accordingly the Company has made provision @ 0.25% on Standard Assets in accordance therewith.

07 CONTINGENCIES:

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet

08 PROVISIONING FOR DEFERRED TAXES:

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

09 TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

NOTE 21 OTHER NOTES ON ACCOUNTS

- 1 Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
- **2** Loans, advances and sundry debtors and sundry creditors balances are subject to confirmation by the respective parties
- 3 The Income Tax provision is provided as the tax provision provided in the books of the parent company.

4 Segment Report:

The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

5 Related Party Disclosure:

As per accounting statndard 18 the information for related parties is given below:

Name of the related parties

ASSOCIATES

HOLDING

MANGALAM INDUSTRIAL FINANCE LIMITED.

SUBSIDIARIES

- (i) FUNIDEA REALTORS LTD
- (ii) GYANESHWAR NIKETAN LTD
- (iii) GOPAL PRIYA VINIMAY LTD
- (iv) MEGAPIX CONCLAVE LTD
- (v) MOONLOVE VYAPAAR LTD
- (vi) MARUBHUMI IMPEX LTD
- (vii) SUVRIDHI VANIJYA LTD
- (viii) WATERLINK SUPPLIERS LTD

KEY MANAGEMENT PEROSNNEL (KMP)

1 Ramesh Chandra Daga

RELATIVES OF (KMP)

RELATED PARTY TRANSACTION

SI No.	Nature Of Transaction	31/03/2013 ₹	31/03/2012 ₹
1	Directors Remuneration		
	Ramesh Chandra Daga	Rs. 96,000/-	Rs. 96,000/-

6 Provisioning as per AS 29 Amount

TAXATION

 Opening
 53,641

 Add: Additions
 340,000

 Less: Adjustments
 —

 Closing
 393,641

7 The Company has Complied this information based on the current information in its possession as at 31.03.2013, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006

Amount due to Micro Small and Medium Enterises as on 31.03.2013 ₹ NIL (PY ₹ NIL)

- 8 No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the Payment of Gratuity Act.
- **9** No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year .
- 10 Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

For and on behalf of the Board

R. C. Daga T. Mondal

S. K. Rout

(Chartered Accountants)

Managing Director

Director

Company Secretary

(M.K. MAROTI)

(Propreitor)

M.No: 057073

Firm Reg No: 322770E

In terms of our report of even date FOR MAROTI & ASSOCIATES

Place : Kolkata

Date: 24th day of May, 2013

NOTE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT & CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 2 SHARE CAPITAL		
Authorised 9,61,70,000 Equity Shares of ₹10/- each	961,700,000	961,700,000
Issued, Subscribed & Paid up 9,61,64,350 Equity Shares of ₹10/- each	961,643,500	961,643,500
	961,643,500	961,643,500

A.

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MA	RCH, 2013	31ST MA	RCH, 2012
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	96,164,350	961,643,500	96,164,350	961,643,500
Shares issued during the year	_	_	_	_
Shares outstanding at the end of the year	96,164,350	961,643,500	96,164,350	961,643,500

В.

TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders

C.

Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	31ST MARCH, 2013 31ST			T MARCH, 2012	
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)	Nos	%	Nos	%	
ROSEMOUNT MARKETING PVT. LTD.	9,650,750	10.04	9,985,750	10.38	
APURVA DISTRIBUTORS PVT. LTD.	7,833,250	8.15	7,833,250	8.15	
REALITY COMMODEAL PVT. LTD.	7,566,000	7.87	6,910,000	7.19	
GUIDE DEALCOM PVT. LTD.	6,376,500	6.63	6,376,500	6.63	
KIRTI COMMOTRADE PVT. LTD.	6,295,250	6.55	6,295,250	6.55	
NILANCHAL DEALCOMM PVT. LTD.	5,910,000	6.15	5,910,000	6.15	
GOODVIEW OVERSEAS PVT. LTD.	5,872,000	6.11	5,872,000	6.11	
SUPARAS IMPEX PVT. LTD.	4,951,250	5.15	4,951,250	5.15	
ALERT COMMODEAL PVT. LTD.	4,950,000	5.15	4,950,000	5.15	

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Out of the above 9,49,45,000 (9,49,45,000) equity shares have been issued for consideration other than cash

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT & CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

		31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 3			
RESERVES & SURPLUS Capital Reseve			
OP. Balance		370,630	370,630
	А	370,630	370,630
Amalgamation Reserve			
OP. Balance		1,050,000	1,050,000
	В	1,050,000	1,050,000
Reserve Fund OP. Balance		108,749	108,749
OI. Dalance	С		
Special Reserve	C	108,749	108,749
OP. Balance		704	704
Add: Created During the Year		103,240	
	D	103,944	704
Profit & Loss Account OP. Balance		(2.647.240)	(2.607.007)
Add: Profit for the year		(3,617,340) 433,832	(2,607,907) (737,619)
Add: Contingency provision for standard	d Assets	99,062	(262,973)
Add: Assessed Tax for earlier years			(8,841)
Less :Transfer to Reserve Fund (as per	,	(103,240)	
Occupition Business	E	(3,187,686)	(3,617,340)
Securities Premium Balance As Per last Account		58,800,000	58,800,000
Balance As I et last Account	F	58,800,000	58,800,000
TOTAL	-		
TOTAL	(A+B+C+D+E+F)	57,245,637	56,712,743
NOTE - 4 SHORT TERM BORROWINGS			
Unsecured Loans			
From Bodies Corporate		500,493	
		500,493	
NOTE - 5			
OTHER CURRENT LIABILITIES Advances			1,085,000
Liabilities For Expenses		32,994	25,846
		32,994	1,110,846
<u>NOTE - 6</u>			
SHORT TERM PROVISION		751 501	F2 G44
Provision for Taxation Contingency Provision for Standard Ass	sets	754,581 178,251	53,641 277,313
		932,832	330,954
NOTE - 7			
FIXED ASSETS			
(a) Intangible Assets			
Goodwill Opening		58,800,000	
Add: Generated during the yea		-	58,800,000
		58,800,000	58,800,000
		,,	, -,

NOTE - 8
NON CURRENT INVESTMENTS
(Long Term, Non Trade, Valued at Cost)
(in fully paid up Equity Shares other than trade)

	2012	- 2013	2011 -	2012
	NO. OF SHARES	AMOUNT ₹	NO. OF SHARES	AMOUNT ₹
QUOTED SHARES				
(Long Term other than Trade)				
SHREE SECURITIES LTD.	185,000	50,875,000	222,000	61,050,000
TOTAL: A	185,000	50,875,000	222,000	61,050,000
UNQUOTED SHARES				
ADVENT DEALCOMM PVT LTD	25,000	10,000,000		
AGARWAL TREXIM PVT. LTD.	201,900	80,760,000	201,900	80,760,000
ALBRIGHT AGENCIES PVT. LTD.	62,500	25,000,000	62,500	25,000,000
ALLIED TREXIM PVT. LTD.	30,000	12,000,000	30,000	12,000,000
BLISS DEALCOMM PVT. LTD.	23,000	9,200,000	23,000	9,200,000
BRENTWOOD MERCHANDISE PVT. LTD.	72,250	28,900,000	72,250	28,900,000
BULLPOWER SUPPLIERS PVT. LTD.	8,750	3,500,000	8,750	3,500,000
CAMPUS IMPEX PVT. LTD.	48,250	19,300,000	48,250	19,300,000
CINDRELLA COMMODITIES PVT. LTD.	44,000	17,600,000	44,000	17,600,000
CREATIVE COMMODEAL PVT. LTD.	10,500	4,200,000	10,500	4,200,000
CYGNUS TREXIM PRIVATE LIMITED	23,250	9,300,000	23,250	9,300,000
CHETANI VINEEYOG PVT LTD	250,700	100,280,000	250,700	100,280,000
FORTUNE TRADE & VYAPAAR PVT LTD.	7,500	3,000,000	7,500	3,000,000
GANAPATI RIVERSIDE PVT LTD	241,500	96,600,000	241,500	96,600,000
HERITAGE TREXIM PVT. LTD.	42,000	16,800,000	42,000	16,800,000
KASHYAP COMMDEAL PVT.LTD.	21,250	8,500,000	21,250	8,500,000
LOTUS TRADE & VYAPAAR PVT. LTD.	11,000	4,400,000	11,000	4,400,000
MAARS ADVISORY SERVICES PVT. LTD.	8,000	3,200,000	8,000	3,200,000
NEXCARE AGENCY PVT. LTD.	8,000	3,200,000	8,000	3,200,000
NOVAGOLD ADVISORY SERVICES PVT.LTD.	8,250	3,300,000	8,250	3,300,000
ORIENTAL COMMOTRADE PVT. LTD.	8,750	3,500,000	8,750	3,500,000
PRIYANKATREXIM & COMMERCE P. LTD	151,800	60,720,000	151,800	60,720,000
QUADRA SUPPLIERS PVT. LTD.	9,000	4,500,000		
RIGHT COMMODITIES PVT. LTD.	42,500	17,000,000	42,500	17,000,000
RIKZEN CONTRA PVT. LTD.	298,000	119,200,000	298,000	119,200,000
ROPLAS COMMOTRADERS PVT LTD	63,875	25,550,000	'	·
SNOWFALLAGENCIES PVT.LTD.	24,750	9,900,000	24,750	9,900,000
SUTLAJ SALES PVT LTD	186,250	74,500,000	186,250	74,500,000
SARGAM NIWAS PVT. LTD.	1,900,000	10,165,000		
ZED DEALCOMM PVT. LTD.	20,500	8,200,000	20,500	8,200,000
ZEN MERCHANTS PVT. LTD.	105,250	42,100,000	105,250	42,100,000
TOTAL : B	3,958,275	834,375,000	1,960,400	784,160,000
TOTAL : A+B	4,143,275	885,250,000	2,182,400	845,210,000
MARKET VALUE OF QUOTED SHARES		50,875,000		61,050,000

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	31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 9		
DEFERRED TAX ASSETS		400.000
Op. Balance Add : Generated	74,791	199,688
Less: Reversed	(74,791)	 (124,897)
CI . Balance		74,791
NOTE - 10		
LONG TERM LOANS & ADVANCES		
(Unsecured , Considered good) Loans		20,898,377
MAT Tax Credit Receivable		19,556
		20,917,933
<u>NOTE - 11</u>		
CASH & CASH EQUIVALENTS	2 564 055	4 007 040
Cash in hand (As certified) Balances with Schedule Bank in Current Account	2,561,955 2,059,008	1,827,342 827,243
Cheques in hand		1,000,000
·	4,620,963	3,654,585
<u>NOTE - 12</u>		
SHORT TERM LOANS & ADVANCES		
(Unsecured,Considered good) Loans	21,300,207	<u></u>
Other Advances	50,000,000	90,026,630
	71,300,207	90,026,630
NOTE -13		
OTHER CURRENT ASSETS		
T.D.S. Income Tax Refund Receivable	238,794 952	92,682 952
Preliminary Expenses	144,540	1,020,470
	384,286	1,114,104
NOTE - 14		
REVENUE FROM OPERATIONS		
Sale of Equity Shares Interest on loan	4,845,000	4 055 040
Dividend	2,023,422	1,055,948 20,000
Dividona	6,868,422	1,075,948
NOTE - 15		1,073,340
OTHER INCOME		
Interest on I.T. Refund		5,601
Miscellaneous Income	91,630	
NOTE 40	91,630	5,601
NOTE - 16 EMPLOYEE BENEFIT EXPENSES		
Salary & Bonus	405,000	110,500
Directors Remuneration	96,000	96,000
	501,000	206,500

	•	
	31ST MARCH, 2013 ₹	31ST MARCH, 2012 ₹
NOTE - 17		
DEPRECIATION & AMORTIASATION		
Preliminary Expenses W/Off	875,930	940,830
	875,930	940,830
NOTE - 18		
OTHER EXPENSES		
Advertisement Expenses	25,770	14,854
Audit Fees	35,597	26,949
Bank Charges	881	1,047
Certification Fees	10,000	10,000
Data entry charges	38,000	35,000
Demat Expenses	-	5,070
Depository Expenses	112,360	110,300
Internal Audit Fees	3,000	-
Filing Fees	8,300	8,800
General Expenses	67,890	22,300
Professional Expenses	34,000	52,429
Listing Fees	153,019	150,908
Postage & Telegram	26,217	10,781
Printing & Stationery	73,964	31,438
Rates & Taxes	4,400	4,400
Transfer Agent Fees	10,112	10,249
	603,510	494,525
NOTE - 19		
FINANCIAL COST		
Interest Paid on unsecured Loans	493	-
	493	
NOTE - 20		
EARNING PER SHARE		
Net Profit after tax as per Statement of Profit and Loss (A)	433,832	(737,619)
weighted Average number of equity shares outstanding (B)	96,164,350	96,164,350
Basic and Diluted Earnings per share (')	0.005	(800.0)
Face value per equity share (')	10	10

In terms of our report of even date FOR MAROTI & ASSOCIATES

For and on behalf of the Board

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

(Chartered Accountants)

(M.K. MAROTI)

(Propreitor)

 Place : Kolkata
 M.No : 057073

 Date : 24th day of May, 2013
 Firm Reg No : 322770E

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2013

PARTICULARS		31.03.	2013	31.03.	2012
1. CASH FLOW FROM OPERATING ACTIVITIE	S				
Net Profit/(Loss) before Tax	(a)		1,229,119		(560,306)
Add : Preliminary Expenses W/O.		875,930		940,830	
Sub Total -	(b)		875,930		940,830
Operating Profit before Working	(a)+(b)		2,105,049		380,524
Capital Changes					
Adjustments:					
Increase/(Decrease) in Short Term Borrowings		500,493		_	
Increase/(Decrease) in other Current Liabilities	3	(1,077,852)		1,110,846	
(Increase)/Decrease in Loans & advances		39,624,800		(110,925,007)	
Adjustment for TDS and IT Payments		(146,112)		(321,719)	
Adjustment for IT provisions & Others	(-)		20 204 202	15,565	(440,400,045)
Sub Total -	(c)		38,901,329		(110,120,315)
Net Cash from Operating Activities	Α		38,901,329		(109,739,791)
2. CASH FLOW FROM INVESTING ACTIVITIES	S				
(Increase)/Decrease in Investment		(40,040,000)		(904,010,000)	
Net Cash from Investing Activities	В		(40,040,000)		(904,010,000)
3. CASH FLOW FROM FINANCING ACTIVITIE	S				
Increase in Capital		_		961,643,500	
Increase in Reserves		-		(1,077,824)	
Increase in Security Premium		_		58,800,000	
Preliminary Expenses				(1,961,300)	
Net Cash from Financing Activities	С		_		1,017,404,376
Net Increase in Cash/Cash Equivalent	A+B+C		966,378		3,654,585
Cash/Cash Equivalents (Opening)			3,654,585		-
Cash/Cash Equivalents (Closing)			4,620,963		3,654,585

NOTE:

1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

	31/03/2013	31/03/2012
2 Cash & Cash Equivalents Comprise		
Cash in Hand	2,561,955	1827342
Balance With Schedule Banks in current Account	2,059,008	827243
Cheques In Hand	-	1000000
	4,620,963	3,654,585

In terms of our report of even date FOR MAROTI & ASSOCIATES

For and on behalf of the Board

(Chartered Accountants)

R. C. Daga T. Mondal S. K. Rout

Managing Director Director Company Secretary

(M.K. MAROTI) (Propreitor)

Form-2B (See Rules 4CCC and 5D Companies Act, 1956) Nomination Request Form

	(Only for the share (To be filled in by individual(s) s	es held in physical form)	or jointly)	
To, The Regitrar & Share Transf NICHE TECHNOLOGIES PVT. LTD D-511, Bagree Market, 71, B.R.B.B <u>5th Floor, Kolkata - 700 001</u>	er Agent	From :	& address of the s	hareholder)
I am / We are				
the shareholder(s) of M/s. Manga	alam Industrial Finance Ltd.	as per details prescribe	d below:	
		Distinctive Nun	nbers of Shares	
Folio No. of Shares	Certificate Number	From	То	No of Shares
I/We wish to make nomination apayable in respect of above mensupersedes the nominations, if an	tioned shares shall vest in the	e event of my / our deat	h. This nominatio	
Nominee's Name				Age
Date of Birth *	D D M M	Y Y Y Y	Occupation	
Guardian's Name & Address *				
Nominee's Address				
	Email address			
Specimen Signature of Nominee /Guardian with date	Phone No.:			
* (To be furnished in case the nominee is min	,			
Signature (as per specimen re Folio No. of Shares	First Holder), Name and address of Second		Third Holder
Signature with date	THOUTHOUGH	Coonia	Tioldor	Time Holder
Name				
Address				
Witness (Two)				
Signature with date				
Name				
Address				
/ Idul 533				

- 2 The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm,Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
- 3 If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 4 A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
- 5 A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
- 6 The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re patriable basis.
- 7 Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
- 8 Only one person can be nominated for a given folio.
- 9 Details of all holders in a folio need to be filed; else the nomination will be rejected.
- 10 The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
- 11 Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- 12 The intimation regarding nomination / nomination form shall be fied in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- 13 Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 14 The Company will not entertain any claims other than those of a registered nominee.
- 15 The nomination can be varied or cancelled by executing fresh nomination form.

16	For shares held in dematerialised form nomination is required to be fied with the Depository Participant. For OFFICE USE
	ONLY Nomination Registration Number Date of Registration Checked By (Name and Signature)

E-MAIL ADDRESS REGISTRATION FORM

(In term of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India)

(For shares held in physical form)

Niche Technologies Pvt. Ltd D-511, Bagree Market, 71, B.R.B.B. Road, 5th Floor, Kolkata - 700 001

I/We, Member(s) of Mangalam Industrial Finance Limited, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode

I/We request you to note my/our e-mail address as mention below. If there is any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	
Place:	
Date:	
	(Signature of first/sole Member)

MANGALAM INDUSTRIAL FINANCE LIMITED

3, Synagogue Street, 2nd Floor, Room No.17, Kolkata-700 001, West Bengal

PROXY FORM

Member's Folio No. /DP	ID & CLID No	No. of Shares		
I/We		of		
in the district of		being a member/members of the ab	ove named Company	
hereby appoint		of		
or failing him / her		of		
as my / our proxy to atte	nd and vote for me/us, o	n my/our behalf at the Annual General Me	eting of the Company	
to be held on Thursday	, 29 th Day of August, 20	13 at 3.30 P.M. and any adjournment there	eof.	
Signed this		2013	Affix 1/- Rupee Revenue Stamp	
before the time of the 2) The form should be signal A proxy need not be a	meeting. gned across the stamp as Member of the Compan	the Registered Office of the Company not sper the specimen signature registered with the specime	h the Company.	
		-700 001, West Bengal		
	ATT	ENDANCE SLIP		
		No. of Shares_		
		y's Name in BLOCK LETTERS)		
record my presence at the	he Annual General meet	oxy for the registered shareholder of the ing of the Company at the Registered Offia-700 001 on Thursday, 29 th Day of Augu	ice of the Company at	
Member's/Proxy's Name	e in BLOCK Letters	Membe	er's/Proxy's signature	

- NOTE: 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
 - 2) Members/Proxy holders are requested to bring their copy of the Annual Report with them for the Meeting.

BOOK POST

If undelivered please return to:

Mangalam Industrial Finance Limited

3, Synagogue Street, 2⁻⁻ Floor, Room No. 17 Kolkata - 700 001 West Bengal (india)