

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of M/s Profin Money Markets Limited will be held on Friday, the 30<sup>th</sup> September, 2016 at 10:00 A.M. at the Registered Office of the Company at S-4, JVTs Garden, Chhattarpur Extension, New Delhi-110074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2016 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Profit & Loss Account for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Anita Sehgal (DIN 00786706), who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.
3. To ratify the appointment of M/s Khanna Gulati & Associates, Statutory Auditor, 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 provisions of Section 139 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) read with Companies (Audit & Auditors) Rules, 2014 and pursuant to recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the Members at 24th Annual General Meeting (AGM) held on September 30, 2014 in respect of appointment of auditors, M/s Khanna Gulati & Associates, Chartered Accountants (Registration No. 12190N) till the conclusion of the 27<sup>th</sup> AGM of the Company for the Financial Year ending 2017, the Company hereby ratifies and confirms the appointment of M/s Khanna Gulati & Associates, Chartered Accountants as Statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 27th Annual General Meeting for the Financial year ending 2017 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To consider and if though fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the Section 152 and other applicable provisions 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) and the Article of Association of the Company, Mr. Rajan Sehgal who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 5, 2016 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors  
For Profin Money Markets Limited

Place : New Delhi  
Dated: 26.08.2016

Sd/-  
Anita Sehgal  
Managing Director  
DIN 00786706  
C - 2/65, Sushant Lok,  
Phase - 1, Gurgaon-122002

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Instrument appointing the Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen

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signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer of the Company will remain closed from Monday, 26<sup>th</sup> day of September, 2016 to Friday, the 30<sup>th</sup> September, 2016 (both days inclusive) for annual closing.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Sundays and Public Holidays) upto the date of this Annual General Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members may submit their PAN to the Company.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be obtained from the company.
9. Members desiring of any information as regards to the Accounts are requested to write on to the Registered Office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.
10. In case of Body Corporate member, please furnish certified copy of Board Resolution in terms of Section 113 of the Companies Act, 2013 authorizing the person as its representative or appointing a proxy and that such authority must be conferred in advance and not by ratifying its act subsequently by a Board Resolution.
11. The register of Director's Shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
12. The register of Contracts, maintained under section 189 of the Companies Act, 2013 and all documents as mentioned in the resolution will be available for inspection by the members at the registered office of the company.
13. The Notice of the AGM along with the Annual Report 2015-2016 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the

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'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the company. Please note that as a member of the Company, you will be entitled to receive all such communication in physical form, upon request at free of cost.

14. Members seeking any information / clarifications or having queries with regards to accounts or operations of the Company are requested to forward the same at least 7 days prior to the date of the meeting to Ms. Anita Sehgal, Managing Director and Compliance Officer of the Company at the registered office of the company, so that the same may be attended appropriately.
15. Members are informed that no gift or gift coupons will be distributed at the meeting.
16. The Company's equity shares were listed on the following Stock Exchanges:
  - a) The Delhi Stock Exchange Association Limited,  
DSE House, 3/1, Asaf Ali Road, New Delhi-110 002
  - b) The Ludhiana Stock Exchange Limited  
Feroze Gandhi Market, Ludhiana – 141 001
17. Consequent upon circular of SEBI dated 22.05.2014, the above stock exchanges have ceased to exist as stock exchanges. On account of this, the status of company is that of an unlisted entity. Therefore, the compliance of clause 35B of Listing Agreement is not applicable.
18. A route map and prominent land mark for easy location to the venue of AGM is given on the back of the Proxy Form attached to this Notice.
19. The relative explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the business under item 3 as set out above is annexed hereto.

By order of the Board of Directors  
For Profin Money Markets Limited

Place : New Delhi  
Dated: 26.08.2016

Sd/-  
Anita Sehgal  
Managing Director  
DIN 00786706  
C - 2/65, Sushant Lok,  
Phase - 1, Gurgaon-122002

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

Item No. 3

Mr. Rajan Sehgal was appointed as an Additional Director w.e.f. 05.03.2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting.

Mr. Rajan Sehgal is CFO in the Company and the Board feels that presence of Mr. Rajan Sehgal on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for its adoption. None of the Directors and/ or KMP, except Mr. Rajan Sehgal and Ms. Anita Sehgal or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution. The company does not have any Key Managerial Personnel.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

By order of the Board of Directors  
For Profin Money Markets Limited

Place : New Delhi  
Dated: 26.08.2016

Sd/-  
Anita Sehgal  
Managing Director  
DIN 00786706  
C - 2/65, Sushant Lok,  
Phase - 1, Gurgaon-122002

DIRECTORS' REPORT

To  
The Members,  
Profin Money Markets Limited

Your Directors are pleased to present the 26<sup>th</sup> Annual Report of your Company together with the audited financial statements for the financial year ended March 31, 2016.

FINANCIAL HIGHLIGHTS

During the year under review, performance of your company as under:

Particulars	Amount (in INR)	
	Financial year ended March 31, 2016	Financial year ended March 31, 2015
Income from operations	90,000	70,000
Other Income	1,86,93,895	3,54,511
Total Income	1,87,83,895	4,24,511
Total Expenditure excluding Depreciation	20,20,912	3,10,638
Depreciation	2,30,899	4,53,382
Total expenditure	22,51,811	7,64,020
Net Profit / Loss Before Tax and exceptional item	1,65,32,084	-3,39,509
Exceptional Item	0	0
Net Profit / Loss Before Tax	1,65,32,084	-3,39,509
Current Tax	33,30,944	NIL
Profit / (Loss) after Tax	1,32,01,140	-3,39,509
Balance carried to Balance Sheet	1,32,01,140	-3,39,509

The Company does not have any Subsidiaries, Associates and Joint Venture companies

DIVIDEND

Your board does not recommend any dividend for the year under review

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125 of the Companies Act, 2013 are not attracted as no dividend was declared during the last seven years.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year, the company's operations were marginal. However the company was able to dispose of its property situated at Udyog Vihar, Gurgaon which was lying unproductive for many years. The infusion of liquidity shall provide the company to look at profitable and safe business opportunities. The company is exploring various options for complete restructuring of business.

The listing status of the company has been affected due to de-recognition of Delhi & Ludhiana Stock Exchanges which have ceased to exist as Stock exchanges. The company does not find its name included in the list of companies forwarded to dissemination board of BSE / NSE by these respective stock exchanges. As per the advice received by the company, the non-forwarding of the name to dissemination board does not make any significant difference provided the promoters take steps to provide exit to the shareholders as per guidelines issued vide SEBI circular dated April 17, 2015. Exclusively listed companies on derecognized stock exchanges have been granted a period of eighteen (18) months within which such companies are required to either obtain listing on a nationwide stock exchanges or the promoters of such companies were required to provide exit to shareholders. The time period of 18 (eighteen) months has been granted from the date of 2015 Circular i.e. April 17, 2015 and shall expire on October 16, 2016.

The company is not able to list the shares on any stock exchange having nationwide network. However the promoters will offer a scheme for providing exit to shareholders at a fair value to be arrived upon valuation carried out by the valuer.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business during the year.

SHARE CAPITAL

The paid-up equity share capital as on 31<sup>st</sup> March, 2016 was Rs.20,060,000/- divided into 20,06,000 equity shares of Rs.10/- each. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Income Tax Authorities had filed an appeal in Hon'ble High Court, Delhi against the Order No. 2364/DL/2001 dated 09.09.2005 passed by Income Tax Appellate Tribunal (ITAT), New Delhi for a tax effect of Rs.39.60 Lakhs. The case was listed for hearing on August 16, 2016. Your directors are pleased to inform you that the Hon'ble Bench of Delhi High Court has disposed off the matter.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is do not apply to our Company.

There was no foreign exchange inflow or Outflow during the year under review.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The provisions of Clause 49 (VI) of the Listing Agreement are not applicable to our company.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not extended any loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013.



PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The company has not made any contract or Arrangements with related party as covered under Section 188 of the Companies Act, 2013 during the current year

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The Auditors have made following observation under the heading 'Emphasis of Matter',

- a) We draw attention to note 22 of the financial statements which describe the pendency of compliance of SEBI Circular dated May 30, 2012 (Exit Circular), and subsequent circular dated May 22, 2014 and April 17, 2015 regarding the proper exit to shareholders of the company listed on De-recognized / non-operational stock exchanges and
- b) We draw attention to note 23 of the financial statements which describe the uncertainty related to registration of Office Premises in name of the Company by Delhi Development Authority.

Your directors have made the reply to the observation which is stated below:

- (a) The Company was listed on Delhi Stock Exchange Association Limited (DSE) and Ludhiana Stock Exchange Limited (LSE). However, both the exchange DSE and LSE has been de-recognized by SEBI and they ceased to exist as stock exchanges. SEBI has issued guidelines vide its Circular No. CIR/MRD/DSA/05/2015 dated 17/04/2015 relating to the Companies exclusively listed on derecognized Stock Exchanges. According to the said circular, exclusively listed companies on derecognized stock exchanges are required to either provide a trading platform by obtaining listing on a nation wide stock exchanges or the promoters of such companies are required to provides exit to its existing shareholders within the extended period of eighteen (18) months. The time period of 18 (eighteen) months has been granted from the date of 2015 Circular i.e. April 17, 2015 and shall expire on October 16, 2016. The Company is not eligible to list on nationwide stock exchanges and the promoters have decided to give exit to the shareholders. It may be mentioned that SEBI has not provided any guidelines on the price at which the exit is to be provided, however, the promoters have decided to provide the exit on fair value on the basis of valuation report.
- (b) The matter related to registration of office premises situated at 202, B-2/1B, Nidhi House, Safdarjung Enclave, New Delhi 110029 in the name of the Company by Delhi

Development Authority is under process. The process shall get completed after the lease deed of the property cancelled by DDA is restored by Lt. Governor, Delhi.

#### SECRETARIAL AUDITOR

The provisions relating to submission of Secretarial Audit Report is not applicable to the Company on account of Delhi Stock Exchange Association Limited & Ludhiana Stock Exchange ceasing to exist as Stock Exchanges pursuant to SEBI directions

#### COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has constituted Nomination and Remuneration Committee and the composition is as under:

Mr. Ramesh Kumar Aggarwal,	-	Non-Executive Independent Director
Mr. Jawahar Lal	-	Non-Executive Independent Director
Mr. Jagdish Chander Kapoor*	-	Non Executive Director

\*Mr. Jagdish Chander Kapoor had resigned from the Board of Directors w.e.f.28.02.2016.

The company was listed on Delhi Stock Exchange and Ludhiana Stock Exchange, both the stock exchanges are de-recognised by SEBI and have cease to exist.

#### PARTICULARS OF EMPLOYEES

The Company did not employ any such person whose particulars are required to be given under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

#### EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No MGT-9 is enclosed as Annexure I and forms a part of the Director's Report.

**NUMBER OF BOARD MEETINGS**

The Board of Directors during the year under review has met Five times on 30.05.2015, 09.08.2015, 05.10.2015, 04.02.2016 and 05.03.2016 respectively and the intervening gap between the Meetings was not more than 120 Days as prescribed under the Companies Act, 2013.

Director's Name	No of Board Meetings	
	Held	Attended
Mrs. Anita Sehgal	5	5
Mr. JagdishChander Kapoor*	4	2
Mr. Ramesh Kumar Aggarwal	5	5
Mr. Jawahar Lal	5	5
Mr. Rajan Sehgal**	0	0

\*Mr. Jagdish Chander Kapoor has resigned as a director w.e.f. 28.02.2016.

\*\*Mr. Rajan Sehgal, CFO has attended the Board Meeting dated 05.03.2016 as a Special Invitee where he was appointed as an Additional Director.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanations relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. That the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANY**

The Company does not have any Subsidiary, Joint venture or Associate Company.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

### **DIRECTORS / KMP**

In accordance with the provisions of the Companies Act, 2013, Ms. Anita Sehgal Managing Director of the Company, retire by rotation and being eligible, offer herself for re-appointment. The Board recommends her appointment for your approval.

Mr. Rajan Sehgal has been appointed as an Additional Director in the board Meeting held on 05.03.2016 upto the date of ensuing Annual General Meeting. Your Board recommends his appointment for your approval

### **DECLARATION OF INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(7) of the Companies Act, 2013.

### **STATUTORY AUDITORS**

M/s Khanna Gulati & Associates, Chartered Accountants who were appointed in 24th AGM held on 30.09.2014 till the conclusion of the 27<sup>th</sup> AGM of the company to be held in the year 2017. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. Their continuance of appointment is to be ratified in the ensuing Annual General Meeting, hereby recommends to the Members to ratify the appointment of M/s Khanna Gulati & Associates, as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting to be held in the year 2017.

### RISK MANAGEMENT POLICY

The provisions of Clause 49(VI) of the Listing Agreement are not applicable to our company.

### DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit Committee as per Section 177 of the Act during the year was as under:-

- |                              |                                      |
|------------------------------|--------------------------------------|
| 1. Mr. Ramesh Kumar Aggarwal | - Non-Executive Independent Director |
| 2. Mr. Jawahar Lal           | - Non-Executive Independent Director |
| 3. Ms. Anita Sehgal          | - Executive Promoter Director        |

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company had formulated the Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for the employees, Directors and stakeholders to raise concerns about unethical behavior, actual or suspected fraud etc. The Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

### INTERNAL FINANCIAL CONTROLS

The Company had laid down Internal Financial Controls and such internal financial controls are adequate with reference to the Financial Statements and were operating effectively

### BOARD PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. The evaluation was carried out on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its shareholders etc. The Directors expressed their satisfaction with the evaluation process.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the ongoing concern status of the Company and its future operations.

ACKNOWLEDGEMENT

The Directors wish to convey their appreciation to all stakeholder for their individual and collective contribution to your Company's performance. The Directors would also like to thank the Bankers and Auditors for the support that they have given to your Company.

For and on behalf of the Board of Directors of  
Profin Money Markets Limited

Date: 26.08.2016

Place: Gurgaon

Sd/-  
ANITA SEHGAL  
(Managing Director)  
DIN 00786706  
C-2/65, Sushant Lok,  
Phase-1, Gurgaon-122002

Sd/-  
RAJAN SEHGAL  
(Director)  
DIN 00407907  
C-2/65, Sushant Lok,  
Phase-1, Gurgaon-122002

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L67120DL1990PLC041037
2.	Registration Date	31/07/1990
3.	Name of the Company	PROFIN MONEY MARKETS LIMITED
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	S-4, JVTS Garden, Chhattarpur Extension New Delhi- 110074
6.	Whether listed company	No The company has ceased to be listed entity pursuant to de-recognition of Delhi & Ludhaina Stock Exchanges by SEBI where the shares of the company were listed and issuance of Circular dated 17.04.2015.
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	The Share transfer work was handled in house by the company

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Software Products/ Development		100

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**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

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

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Nil	Nil	Nil

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

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	De mat	Physical	Total	% of Total Shares	De mat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	1011800	1011800	50.44	-	1011800	1011800	50.44	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	161800	161800	8.07	-	161800	161800	8.07	-
d) Bodies Corp.	-	55500	55500	2.74	-	55500	55500	2.74	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total-A(1)</b>	-	1228600	1228600	61.25	-	1228600	1228600	61.25	Nil



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2. Foreign	-	-	-	-	-	-	-	-	-
a. NRI- Individuals	-	7100	7100	0.35	-	7100	7100	0.35	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub. Total- A(2)	-	7100	7100	0.35	-	7100	7100	0.35	Nil
Total shareholding of Promoter (A)	-	1235700	1235700	61.60	-	1235700	1235700	61.60	Nil
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-

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g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	110200	110200	5.49	-	110200	110200	5.49	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	387100	387100	19.30	-	387100	387100	19.30	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	273000	273000	13.61	-	273000	273000	13.61	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-

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Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	-	770300	770300	38.40	-	770300	770300	38.40	-
Total Public Shareholding (B)=(B) (1)+ (B) (2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2006000	2006000	100	-	2006000	2006000	100	-

ii) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajan Sehgal	299050	14.90	131300	299050	14.90	131300	-
2	Anita Sehgal	138500	6.90	4000	141000	7.03	4000	0.13
3	Rajan Sehgal HUF	13900	0.69	-	13900	0.69	-	-
4	Haryana State Electronics	161800	8.06	-	161800	8.06	-	-
5	SubodhKaura	26500	1.32	26500	26500	1.32	26500	-
6	Rajan Sehgal' Associates	595950	29.70	-	595950	29.70	-	-

**PROFIN MONEY MARKETS LIMITED**

CIN L67120DL1990PLC041037

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

There is no change in the shareholding of Promoters

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1235700	61.60	1235700	61.60
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1235700	61.60	1235700	61.60

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

1	Satish Kashyap	265500	13.24	-	-	265500	13.24
2	Profin Capital services Limited	110200	5.49	-	-	110200	5.49
3.	Rupa V Shah	75000	3.74	-	-	75000	3.74
4	Ashutosh Mittal	75000	3.74	-	-	75000	3.74
5	Surjeet C/o Balaji Financial Services	75000	3.74	-	-	75000	3.74
6	Neelam Jain	75000	3.74	-	-	75000	3.74
7	Manav Kumar	50000	3.74	-	-	50000	3.74
8	Shukla Kashyap	2500	0.12	-	-	2500	0.12
9	Milli Kashyap	2500	0.12	-	-	2500	0.12
10	Shubash Kashyap	2500	0.12	-	-	2500	0.12

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Jagdish Chander Kapoor*	2500	0.12	-	-	2500	0.12
2.	Anita Sehgal	138500	6.90	2500	0.13	141000	7.03
3.	Rajan Sehgal**	299050	14.90			299050	14.90

\*resigned and ceased as director w.e.f. 28.02.2016

\*\* Appointed as Additional Director w.e.f. 05.03.2016

VI) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

The Company does not have any indebtedness including any interest during the Financial year ended 31.03.2016

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-

Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not pay any remuneration to any Directors and Key Managerial Personnel.

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act					

### B. Remuneration to other directors: NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-

	Total (1)					
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

The Company has not paid any remuneration to its CFO. However, no Company Secretary was appointed.

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

**VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

No Penalty/ Punishment have been imposed on the Company.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



INDEPENDENT AUDITORS' REPORT

To the members of  
Profin Money Markets Limited  
Report on the Financial Statements

We have audited the accompanying financial statements of Profin Money Markets Limited ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the 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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March 2016, its profit and its cash flows for the year ended on that date.

#### Emphasis of Matter

- a) We draw attention to note 22 of the financial statements which describe the pendency of compliance of SEBI Circular dated May 30, 2012 (Exit Circular), and subsequent circular dated May 22, 2014 and April 17, 2015 regarding the proper exit to shareholders of the company listed on De-recognized / non-operational stock exchanges.
- b) We draw attention to note 23 of the financial statements which describe the uncertainty related to registration of Office Premises in name of the Company by Delhi Development Authority.

Our opinion is not modified in respect of these matters.

#### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1", a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the

Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of the controls, refer to our separate report in "Annexure 2"
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For Khanna Gulati and Associates  
Chartered Accountants  
ICAI Firm Registration No.: 012190N

Sd/-  
(Rohit Khanna)  
Partner  
Membership No.: 084878  
Place: New Delhi  
Date: 26.08.2016

## PROFIN MONEY MARKETS LIMITED

CIN L67120DL1990PLC041037

### "ANNEXURE 1" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PROFIN MONEY MARKETS LIMITED

On the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The fixed assets of the company are physically verified by the management every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. As informed to us, the discrepancies noticed on such verification were not material and have been adjusted in the books of account.  
  
(c) The title deeds of the office premises bearing no. B-2/1B, 202, Nidhi House, Safdarjung Enclave, New Delhi – 110 029 is not in the name of the Company and the gross value of the said asset as on 31<sup>st</sup> March 2016 is Rs. 44,72,605 and net block value of the said assets as on 31<sup>st</sup> March is Rs.27,45,997. The said property was acquired by the Company under Power of Attorney but the registration of property in name of the Company is still pending with Delhi Development Authority (DDA).
2. According to the information and explanations given to us, the Company does not have any inventories.
3. According to the information and explanations given to us, the Company has not granted, any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 have been complied with.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of Companies Act, 2013, in respect of any of the activities of the Company.
7. (a) According to the information and explanations given to us and on the examination of the records of the Company, the company is regular in depositing undisputed statutory

dues including provident fund, employees' state insurance, income tax, service tax, duty of customs, duty of excise, value added tax, cess and any other with the appropriate authorities.

- (b) According to the records of the Company, given to us there are no dues of , income tax, service tax, duty of customs, duty of excise, value added tax, Cess that have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowing to the financial institution, bank, government or dues to debenture holders.
9. According to the information and explanations given to us, the Company has neither raised money by way of public issue offer nor has obtained any term loans.
10. During the course of our examination of books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instances of material fraud on or by the company, noticed or reported during the year, nor have we been informed of any such case by management.
11. In our opinion, the provision of section 197 of Companies Act, 2013 is not applicable to the company.
12. In our opinion, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the order is not applicable.
13. According to the information and explanations given to us, all transaction with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

PROFIN MONEY MARKETS LIMITED  
CIN L67120DL1990PLC041037

16. In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Khanna Gulati and Associates  
Chartered Accountants  
ICAI Firm Registration No.: 012190N

Sd/-  
(Rohit Khanna)  
Partner  
Membership No.: 084878

Place: New Delhi  
Date: 26.08.2016

## PROFIN MONEY MARKETS LIMITED

CIN L67120DL1990PLC041037

“ANNEXURE 2” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PROFIN MONEY MARKET LIMITED.

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Profin Money Markets Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a

## PROFIN MONEY MARKETS LIMITED

CIN L67120DL1990PLC041037

material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of



PROFIN MONEY MARKETS LIMITED  
CIN L67120DL1990PLC041037

internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khanna Gulati and Associates  
Chartered Accountants  
ICAI Firm Registration No.: 012190N

Sd/-  
(Rohit Khanna)  
Partner  
Membership No.: 084878

Place: New Delhi  
Date: 26.08.2016

**BALANCE SHEET AS AT 31ST MARCH 2016**  
**(Amount in Rupees)**

	Note No.	As at 31 March 2016	As at 31 March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	<b>1</b>	20,060,000	20,060,000
Reserves and Surplus	<b>2</b>	5,727,886	(7,473,254)
<b>Non-Current Liabilities</b>			
Other Long term liabilities	<b>3</b>	-	213,689
<b>Current Liabilities</b>			
Other current liabilities	<b>4</b>	42,000	34,200
Short Term Provisions	<b>5</b>	1,950,849	-
<b>Total</b>		<b>27,780,735</b>	<b>12,834,635</b>
<b>II ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed assets	<b>6</b>		
- Tangible assets		1,726,608	6,911,229
Non-Current Investments	<b>7</b>	52,948	805,448
Long-term loans and advances	<b>8</b>	-	132,900
Other non-current assets	<b>9</b>	-	855,375
<b>Current Assets</b>			
Cash and cash equivalents	<b>10</b>	24,832,108	3,827,904
Short-term loans and advances	<b>11</b>	1,169,072	301,779
<b>Total</b>		<b>27,780,735</b>	<b>12,834,635</b>

Significant Accounting Policies Notes on the Financial Statements form an integral part of the Balances Sheet

**For Profin Money Market Limited**

As per our report of even date  
**For Khanna Gulati & Associates**  
Chartered Accountants  
ICAI Regn No.: 012190N

Sd/-  
**(Anita Sehgal)**  
Managing Director  
DIN:00786706

Sd/-  
**(Jawahar Lal)**  
Director  
DIN:03572912

Sd/-  
**(Rajan Sehgal)**  
Director  
DIN:00407907

Sd/-  
**(Rohit Khanna)**  
Partner  
Membership No. 084878

Place : New Delhi  
Date : 26.08.2016

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2016**  
**(Amount in Rupees)**

	<b>Note No.</b>	<b>For year ended 31 March 2016</b>	<b>For year ended 31 March 2015</b>
<b>INCOMES:</b>			
Revenue from operations	<b>12</b>	90,000	70,000
Other income	<b>13</b>	18,693,895	354,511
<b>Total Revenue</b>		<b>18,783,895</b>	<b>424,511</b>
<b>EXPENSES:</b>			
Employee benefits expense		90,000	90,000
Finance costs		5,163	4,238
Depreciation	<b>6</b>	230,899	453,382
Administrative and Other expenses	<b>14</b>	1,925,748	216,400
<b>Total Expenses</b>		<b>2,251,811</b>	<b>764,020</b>
<b>Profit / (Loss) before tax</b>		<b>16,532,084</b>	<b>(339,509)</b>
<b>Tax expense</b>			
-Current tax		3,330,944	-
<b>Profit (Loss) after Tax</b>		<b>13,201,140</b>	<b>(339,509)</b>
<b>Earnings per equity share:</b>			
-Basic		6.58	0.17
-Diluted		6.58	0.17

Significant Accounting Policies Notes on the Financial Statements form an integral part of the Profit and Loss Statement

**For Profin Money Market Limited**

As per our report of even date  
**For Khanna Gulati & Associates**  
Chartered Accountants  
ICAI Regn No.: 012190N

Sd/-  
**(Anita Sehgal)**  
Managing Director  
DIN:00786706

Sd/-  
**(Jawahar Lal)**  
Director  
DIN:03572912

Sd/-  
**(Rajan Sehgal)**  
Director  
DIN:00407907

Sd/-  
**(Rohit Khanna)**  
Partner  
Membership No. 084878

Place : New Delhi  
Date : 26.08.2016



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR  
THE YEAR ENDED 31<sup>st</sup> MARCH 2016**

**I) SIGNIFICANT ACCOUNTING POLICIES**

i) **Accounting Convention**

The Financial statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles (GAAP) in India and applicable Accounting Standards and the provisions of the Companies Act, 2013 as adopted consistently by the Company on the basis of a going concern.

ii) **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses 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.

ii) **Fixed Assets and Depreciation :**

a) **Fixed Assets**

All fixed assets owned by the Company have been valued at cost. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working conditions for intended use.

b) **Depreciation**

Depreciation on Fixed Assets is calculated on the basis of Diminishing Balance Method.

Tangible Fixed Assets of the Company have been depreciated over the useful life of an assets as specified in Part "C" of Schedule II of the Companies Act, 2013 and the residual value of the Factory Building and Office Premises has been taken 5% of the original cost of the assets and residual value of the other assets have been taken Nil.

Depreciation on additions / deletions is worked out on pro-rata basis.

iii) **Investment (Long Term)**

a) **Quoted Investment:** Long term investments are valued at cost unless there is a permanent diminution in the value of securities. A Provision for diminution is made to recognize a decline, other than temporary, in the value of Long Term Investments.

b) **Unquoted Investments** has been valued at cost.

- iv) **Provision for Taxation**  
Provision for current income tax has been made as per the provision of Income Tax Act, 1961.
- v) **Deferred Taxation on Income**  
Deferred Tax is recognized subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. During the year under review, no treatment for deferred tax assets (net of deferred tax liability) under prudence policy has been given in the books of accounts.
- vi) **Revenue Recognition**  
Revenue is recognized and expenses accounted on their accrual, including amounts determined as payable or receivable during the year and provisions / adjustments for committed obligations.
- Dividend income is recognized on receipt basis.
- vii) **Provisions and Contingent Liabilities**  
A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their 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. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- viii) **Impairment of Assets**  
The carrying value of assets is reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the amount recoverable towards such assets is estimated. An impairment loss is recognised whenever the carrying amount of an asset, or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Profit and Loss Account. An impairment loss is reversed if there is a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent the carrying amount of the asset that does not exceed the carrying amount that would have been determined net off depreciation or amortisation, if no impairment loss had been recognised.
- xi) **Earnings per share**  
Basic earnings per share are calculated by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company does not have any potentially dilutive equity shares.

## II) NOTES FORMING PART OF THE PROVISIONAL FINANCIAL STATEMENTS

### NOTE 1: SHARE CAPITAL

#### a) Details regarding Authorized, Issued, Subscribed & Paid-up Capital

(Amount in Rupees)

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number	Amount	Number	Amount
<b>Authorized Capital</b> 50,00,000 equity shares of Rs.10/- each	5,000,000	50,000,000	5,000,000	50,000,000
<b>Issued Capital</b> 36,71,400 equity shares of Rs.10/- each	3,671,400	36,714,000	3,671,400	36,714,000
<b>Subscribed Capital</b> 35,75,900 equity shares of Rs.10/- each	3,575,900	35,759,000	3,575,900	35,759,000
<b>Paid up Capital</b> 20,06,000 equity shares of Rs.10/- each fully paid-up	2,006,000	20,060,000	2,006,000	20,060,000
<b>Total</b>	<b>2,006,000</b>	<b>20,060,000</b>	<b>2,006,000</b>	<b>20,060,000</b>

#### b) Reconciliation of opening and closing balances of share capital

(Amount in Rupees)

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	2,006,000	20,060,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>2,006,000</b>	<b>20,060,000</b>

#### c) Details of Shareholders holding more than 5% of the share capital

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Rajan Sehgal	299,050	14.91%	299,050	14.91%
Satish Kashyap	265,500	13.24%	265,500	13.24%
Haryana State Electronics Development Corporation Limited	161,800	8.07%	161,800	8.07%
Anita Sehgal	141,000	7.03%	138,500	6.90%
Profin Capital Services Ltd.	110,200	5.49%	110,200	5.49%

d) The Company has only one class of Shares referred to as Equity Share having par value of Rs.10/- per share. Each Equity Shareholder is entitled to one vote per share.

**NOTE 2: RESERVES & SURPLUS****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Capital Reserves	3,812,250	3,812,250
<b>Surplus</b>		
Opening balance	(11,285,504)	(10,933,203)
(+) Net Profit/(Net Loss) For the current year	13,201,140	(339,509)
Less: Adjustment for depreciation for earlier years	-	(12,792)
Closing Balance	1,915,636	(11,285,504)
<b>Total</b>	<b>5,727,886</b>	<b>(7,473,254)</b>

**NOTE 3: OTHER LONG TERM LIABILITIES****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Others</b>		
- Other Payables	-	213,689
<b>Total</b>	<b>-</b>	<b>213,689</b>

**NOTE 4: OTHER CURRENT LIABILITIES****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Other Payables	42,000	34,200
<b>Total</b>	<b>42,000</b>	<b>34,200</b>

**NOTE 5: SHORT TERM PROVISIONS****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for Income Tax	1,950,849	-
<b>Total</b>	<b>1,950,849</b>	<b>-</b>



## PROFIN MONEY MARKETS LIMITED

## SCHEDULE OF FIXED ASSETS ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2016

Sl. No.	Description	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		As on 01/04/2015	Additions during the year	Sale During The Year	As on 31/03/2016	As on 01/04/2015	Provided During the year	Adjusted with retained earnings	Sale / Disposal	As on 31/03/2016	As on 31/03/2016	As on 31/03/2015
	<b>TANGIBLE ASSETS</b>											
1	LAND (FREEHOLD)	2,033,308	-	2,033,308	-	-	-	-	-	-	-	2,033,308
2	FACTORY BUILDING	4,113,300	-	4,113,300	-	1,050,258	142,628	(1,192,886)	-	-	-	3,063,042
3	OFFICE PREMISES	4,472,605	-	-	4,472,605	2,657,726	88,271	-	-	2,745,997	1,726,608	1,814,879
4	COMPUTERS	3,385,679	-	-	3,385,679	3,385,679	-	-	-	3,385,679	-	-
5	FURNITURE & FIXTURES	525,523	-	-	525,523	525,523	-	-	-	525,523	-	-
6	CYCLE	-	-	-	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	<b>14,530,415</b>	<b>-</b>	<b>6,146,608</b>	<b>8,383,807</b>	<b>7,619,185</b>	<b>230,899</b>	<b>(1,192,886)</b>	<b>-</b>	<b>6,657,199</b>	<b>1,726,608</b>	<b>6,911,229</b>
	PREVIOUS YEAR	14,531,246	-	831	14,530,415	7,153,843	453,382	12,792	831	7,619,185	6,911,229	

**NOTE 7: NON CURRENT INVESTMENTS**

(Amount in Rupees)

Particulars	As at 31 March 2016	As at 31 March 2015
<b>Other Than Trade (At Cost)</b>		
<i>Quoted</i>		
Reliance Capital Limited (500 Equity Share (previous year 500) @ Rs.10/- each)	50,000	50,000
Syndicate Bank (10 Equity Share (previous year Nil) @ Rs.10/- each)	1,008	1,008
Union Bank of India (10 Equity Share (previous year Nil) @ Rs.10/- each)	1,940	1,940
<i>Unquoted</i>		
Profin Lease and Investments Pvt. Ltd. (Nil Equity Share (previous year 1,25,000) @ Rs.10/- each)	-	490,000
Mukerian Papers Ltd. (Nil Debentures (previous year 3,750) @ Rs.70/- each)	-	262,500
<b>Total</b>	<b>52,948</b>	<b>805,448</b>

**Aggregate Market Value of the Quoted Investment as on 31st March 2016 : Rs.2,14,855**  
(previous year: Rs.1,75,337)

**NOTE 8: LONG TERM LOANS AND ADVANCES**

(Unsecured and Considered Goods)

(Amount in Rupees)

Particulars	As at 31 March 2016	As at 31 March 2015
Security Deposits	-	132,900
<b>Total</b>	<b>-</b>	<b>132,900</b>

**NOTE 9: OTHER NON CURRENT ASSETS**

(Amount in Rupees)

Particulars	As at 31 March 2016	As at 31 March 2015
Trade Receivables	-	855,375
<b>Total</b>	<b>-</b>	<b>855,375</b>

**NOTE 10: CASH AND CASH-EQUIVALENTS**

(Amount in Rupees)

Particulars	As at 31 March 2016	As at 31 March 2015
Balances with Schedule Bank		
- In Current Account	179,741	28,522
- In Deposit Account	24,645,128	3,792,143
Cash on hand ( <i>as certified by the management</i> )	7,239	7,239
<b>Total</b>	<b>24,832,108</b>	<b>3,827,904</b>

**NOTE 11: SHORT TERM LOANS AND ADVANCES***(Unsecured and Considered goods)***(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Accrued Interest on Fixed Deposits with Bank	1,146,572	235,199
Advance Income Tax / TDS (Net of provision of tax)	-	66,580
Other advances	22,500	-
<b>Total</b>	<b>1,169,072</b>	<b>301,779</b>

**NOTE 12: REVENUE FROM OPERATIONS****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2016
Consultancy Income	90,000	70,000
<b>Total</b>	<b>90,000</b>	<b>70,000</b>

**NOTE 13: OTHER INCOME****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Dividend Income	4,632	7,493
Interest Income	1,382,985	347,018
Gain on sale of assets	17,306,278	-
<b>Total</b>	<b>18,693,895</b>	<b>354,511</b>

**NOTE 14: ADMINISTRATIVE AND OTHER EXPENSES****(Amount in Rupees)**

Particulars	As at 31 March 2016	As at 31 March 2015
Auditors Remuneration	34,500	34,200
Bad Debts	855,375	-
Communication Expenses	-	4,314
Computer Expenses	-	1,460
Electricity and Water Charges	207,327	2,820
Filing Fee	17,500	16,200
Brokerage	500,600	-
Meeting Expenses	-	8,600
Printing and Stationery	23,184	35,897
Professional Charges	78,658	76,610
Office Repair and Maintenance	152,640	31,569
Rates and Taxes	55,964	4,730
<b>Total</b>	<b>1,925,748</b>	<b>216,400</b>

15) During the year, the Company had no employee drawing remuneration equal to or more than the limits prescribed under the Companies (Particulars of Employees) Rules, 1975.

16) Auditors Remuneration

Audit and other Fees (excluding Service Tax)

Audit Fees 30,000

17) The company has considered Business Segment as the Primary Segment for disclosure. Revenue from software activity constitutes 100% of operational revenue. Hence company has only one segment as 'Business Segment' as per criteria specified in AS-17 "Segment Report". There fore separate segment reporting is not furnished.

18) Related party Disclosure

Related party disclosure as required under accounting standard on "Related Party Disclosures " issued by the Institute of Chartered Accountants of India are given below:

a) Relationship:

i) Key Management Personnel

Mrs. Anita Sehgal

Mr. Rajan Sehgal

ii) Entities over which Key Management Personnel are able to exercise significant influence

Profin Lease & Investments Pvt. Ltd.

Profin Capital Partners

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

b) The following transactions were carried out with related party in the ordinary course of business.

	Amount (In Rs.)
i) Key Management Personal	Nil
ii) Entities over which Key Management personnel are able to exercise significant influence	Nil

c) Balance at the end of the year

i) Key Management Personnel Nil

ii) Entities over which Key Management personnel are able to exercise significant influence Nil

19) **Earning per share**

(Amount in Rupees)

Particulars	As at	As at
	31 March 2016	31 March 2015
Profit (Loss) after Tax	13,201,140	(339,509)
Weighted Average No. of Equity Shares outstanding	2,006,000	2,006,000
<b>Basic and diluted Earning (Loss) per share</b>	<b>6.58</b>	<b>- 0.17</b>

Note: Face Value of Share: Rs.10/- per share

20) Contingent Liabilities

There is no contingent liabilities outstanding on the balance sheet date.

21) Efforts have been made to employ full time Company Secretary. However, suitable person could not be found.

22) The Company was listed on Delhi Stock Exchange Association Limited (DSE) and Ludhiana Stock Exchange Limited (LSE). However both these exchanges DSE and LSE has been de-recognized by SEBI w. e. f. 19th Nov 2014 and 30th Dec 2014 respectively and have cease to exist as stock exchanges. SEBI has issued guidelines vide its Circular No. CIR/MRD/DSA/05/2015 dated 17/04/2015 relating to the Companies exclusively listed on derecognized/non operational Stock Exchanges. According to the said circular, exclusively listed companies on derecognized stock exchanges are required to either provide a trading platform by obtaining listing on a nationwide stock exchange or the promoters of such companies are required to provide exit to its share holders within the extended period of eighteen (18) months. The extended time period of 18 (eighteen) months has been granted from the date of 2015 Circular i.e. April 17, 2015 and shall expire on October 16, 2016. The Company does not meet the criteria of the exchanges for listing on national exchanges. The promoters have informed the Company that they have initiated steps to provide exit to its shareholders to comply with SEBI directions.

23) Office premises have been acquired by the Company are under Power of Attorney, but Registration in the name of the Company is under process with DDA

24) Previous year figures have been regrouped / reclassified wherever found essential, to confirm to the current year's classification.

**For Profin Money Market Limited**

Sd/-  
**(Anita Sehgal)**  
Managing Director  
DIN:00786706

Sd/-  
**(Jawahar Lal)**  
Director  
DIN:03572912

Sd/-  
**(Rajan Sehgal)**  
Director  
DIN:00407907

**For Khanna Gulati & Associates**  
Chartered Accountants  
ICAI Regn No.: 012190N

Sd/-  
**(Rohit Khanna)**  
Partner  
Membership No. 084878

Place : New Delhi  
Date : 26.08.2016

PROFIN MONEY MARKETS LIMITED

CIN L67120DL1990PLC041037

Proxy Form (Form No. MGT-11)

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

CIN:

Name of the company:

Registered office:

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

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September 2016 at 10:00 A.M. at the Registered office of the company at S-4, JVTs Garden, Chhattarpur Extension, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. :

1.....

2.....

3.....

4.....

Signed this..... day of..... 20....

Signature of shareholder/ Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

26<sup>th</sup> ANNUAL GENERAL MEETING OF THE PROFIN MONEY MARKETS LIMITED, TO BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER 2016 AT 10.00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

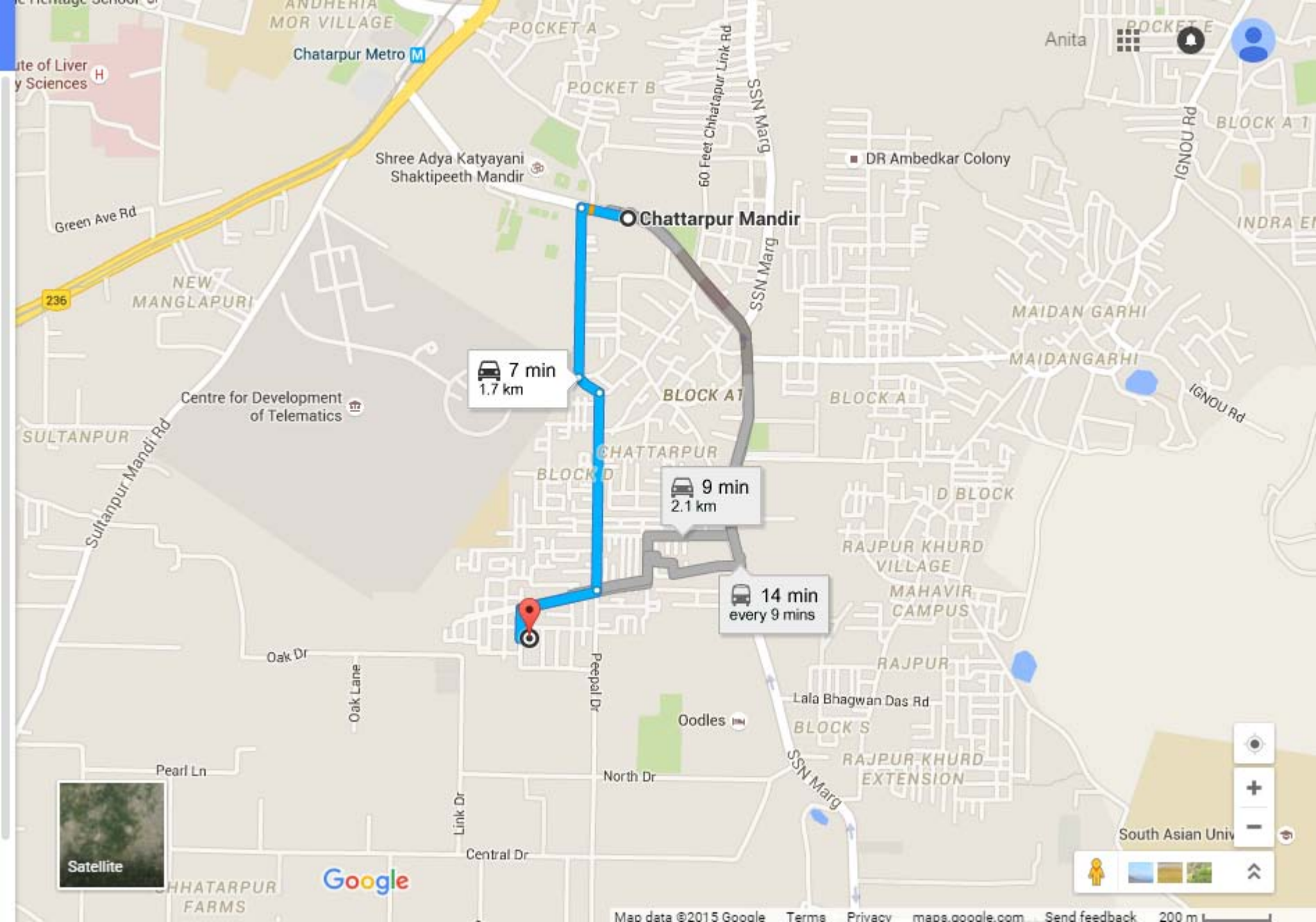
Regd. Folio No	
No. of shares held	

NAME AND ADDRESS OF THE SHAREHOLDERS \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company on Friday, the 30<sup>th</sup> day of September 2016 at 10.00 A.M. at its Registered office at S-4, JVTS Garden, Chhattarpur Extension, New Delhi-110074

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature



Chatarpur Metro M

Shree Adya Katyayani Shaktipeeth Mandir

Chattarpur Mandir

7 min  
1.7 km

9 min  
2.1 km

14 min  
every 9 mins

Satellite

Google