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Profin Money Markets Limited

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Company will be held on Monday, the 30th day of September, 2013 at 10.00 a.m. at JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi- 110030 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To take note of retirement of Mr. J. C. Kapoor, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jawahar Lal who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Khanna Gulati & Associates, are the auditors and being eligible, offered themselves for re-appointment.

**By order of the Board
For PROFIN MONEY MARKETS LTD.**

**Place : Gurgaon
Dated :28.07.2013**

**Sd/-
ANITA SEHGAL
Managing Director
DIN 00786706**

NOTES

1. MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and share Transfer of the Company will remain closed from Tuesday, 24th September, 2013 to Monday, 30th September 2013 (both days inclusive).
3. Members are requested to notify immediately any change of address to the Company at its Registered Office.
4. Members are requested to produce at the entrance the enclosed attendance slip duly completed and signed for admission to meeting place.
5. Company's equity shares are 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 Association Limited
Feroze Gandhi Market, Ludhiana – 141 001
6. No Gift/Gift Coupons shall be provided to the members.

**By order of the Board
For PROFIN MONEY MARKETS LIMITED**

**Place : Gurgaon
Dated : 28.07.2013**

**Sd/-
ANITA SEHGAL
Managing Director
DIN 00786706**

DIRECTORS REPORT

To,
The Members of
PROFIN MONEY MARKETS LTD.

Your Directors hereby present the 23rd Annual Report together with Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

(Rupees in Lakhs)

	Current Year 31.03.2013	Previous Year 31.03.2012
Total Income for the year	3.70	3.71
Depreciation	3.09	3.13
Loss for the year	2.75	5.08
Provision for taxes including Fringe Benefit Tax	---	-
Loss carried to next year	106.65	103.90

During the year under review your company has suffered a loss of Rs.2.75 lacs as against loss of Rs.5.08 lacs of the previous year. Company's efforts in restructuring business by strategic alliances have not as yet borne fruit. However the efforts are continuing.

DIVIDEND

In view of losses, your Directors do not recommend any dividend for the year under review.

DIRECTORS

In accordance with the provisions of the companies Act, 1956 and the Articles of Association of the Company, Mr. J. C. Kapoor and Mr. J. Lal retire by rotation at the forthcoming Annual General Meeting. The company has received their consent for reappointment. Your Board recommends their reappointment.

AUDITORS

M/s Khanna Gulati & Associates, Chartered Accountants, Delhi Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received a letter from M/s Khanna Gulati & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under section 224 (1-B) of the Companies Act, 1956. The Board of Directors recommends the appointment of M/s Khanna Gulati & Associates, Chartered Accountants as Auditors of the Company.

AUDITOR'S REPORT

The Auditor's reports are self-explanatory and do not require any comments from the Board of Directors.

PARTICULARS OF EMPLOYEES

During the year under review no employee whether employed for the whole year or part of the year, was drawing remuneration exceeding the limits as laid down under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. Hence information required under section 217 (2A) of the Companies Act, 1956 is not given.

PUBLIC DEPOSITS

The Company has neither invited nor accepted any public deposits from the public, within the meaning of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

COMPLIANCE CERTIFICATE

Your company has obtained a Compliance Certificate from M/s DMK Associates, Company Secretaries, New Delhi pursuant to Section 383A of the Companies Act, 1956. Copy of the Compliance Certificate is annexed with Director's Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed.

- a) That in preparation of the Balance sheet and the Profit and Loss account of the Company, the applicable accounting standards have been followed along with the proper explanation relating to material departures:
- b) That the Directors have 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 Loss of the Company for that period:
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:
- d) That the Directors had prepared the accounts for the year ended 31st March, 2013 on a "going concern" basis.

REPORT ON CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with Stock Exchanges, a separate section titled 'Report on Corporate Governance' has been included in this Annual Report along with the required certificate on its compliance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Pursuant to clause 49 of the Listing Agreement with Stock Exchanges).

The company has not carried out any business for the last many years mainly due to loss of equipment (hardware and software) damaged in a fire, which occurred in the office in the company in the year 2001. The company is passing through a liquidity crunch, as the funds of the company are mainly deployed in the immovable properties and other fixed assets. . The Company is examining various options for business restructuring including reissue of forfeited shares to augment the liquidity and also exploring tying up with other entrepreneurs for synergistic profitable

business opportunities. The company is also exploring the opportunity of strategic investments to revive the company. The company is also examining the action which it may be required to take under the new SEBI guidelines consequent upon the choice of voluntary exit to be exercised by the stock exchanges or for enhancing their network as per the SEBI guidelines . .

LISTING/ DELISTING OF SHARES

The Equity Shares of the Company are presently listed on the Delhi and Ludhiana Stock Exchanges. These Exchanges have not been conducting any trading on the exchange platform. The Company's compliance status in respect of listing agreement is up to date in both the Exchanges. Ludhiana Stock Exchange has since revoked the suspension and approved the shares of the Company for trading. The matter is being followed up with the Delhi Stock Exchange.

CONSERVATION OF ENERGY:

The particulars as required under section 217 (1) (e) of the Companies Act, 1956 in respect of the conservation of energy and technology absorption have not been furnished considering the nature of business undertaken by the Company during the year under report.

FOREIGN EXCHANGE EARNING AND OUTGO

There was no foreign exchange earning and outgo during the financial year under review.

ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation for the assistance and co-operation received from the shareholders, and banks during the year under review.

For and on behalf of the Board of Directors
PROFIN MONEY MARKETS LTD.

Place:Gurgaon
Dated: 28.07.2013

Sd/-
JAWAHAR LAL
Director
DIN 03572912

Sd/-
ANITA SEHGAL
Managing Director
DIN 00786706

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2012-13

(As required under Clause 49 of the listing agreement entered in to with the Stock Exchanges)

1. PHILOSOPHY AND CODE OF GOVERNANCE

The company firmly believes in good Corporate Governance. The Company has been following the regulatory compliances with strong emphasis on Corporate Governance to protect investor's interests in letter and spirit.

2. BOARD OF DIRECTORS

The Board of Directors consists of four Directors

Composition and category of Directors is as follows:

S. No.	Name of Directors	Designation	Category	Other Directorship	Committee Membership	Committee Chairmanship
1.	Mrs. Anita Sehgal	Mg. Director	Promoter Non-Executive	Profin Lease & Investments Pvt. Ltd.	Share Transfer Committee / Investor Grievance Committee / Audit Committee	Nil
2.	Mr. Jagdish Chander Kapoor	Director	Non Executive	Nil	Nil	Nil
3..	Mr. R. K. Aggarwal	Director	Non Executive (Independent)	M/s View Point Distributors Private Limited Sonear Industries Ltd., Pushpdant Vanipya Pvt. Ltd .	Audit Committee/ Share Transfer Committee and Investor Grievance Committee .	Chairman – Audit Committee and Share transfer Committee and Investor Grievance Committee
4.	Mr. J.Lal	Director	Independent Non-Executive	Nil	Share Transfer Committee / Investor Grievance Committee/ Audit Committee	Nil

During the year, five Board meetings were held on May 27, 2012, June 20, 2012, July 22, 2012, October 20, 2012 and January 13, 2013.

Attendance of each Director at the Board meeting, Last Annual General Meeting and Number of other Directorship and Chairmanship / Membership of Committee of each Director in various companies is as under:

Name of Directors	Attendance Particulars		No. of Directorship and committee membership/ Chairmanship		
	Board Meeting	Last AGM on 30.09.2012	Other Directorship (1)	Committee Membership (2)	Committee Chairmanship (2)
Mrs . Anita Sehgal	5	Present	1	2	----
Mr. R. K. Aggarwal	5	Present	3	2	2
Mr. Jagdish Chander Kapoor	5	Not Present	--	--	---
Mr. Jawahar Lal	5	Present	---	2	--

- (1) Directorship in companies registered under the Companies Act, 1956.
- (2) Only cover Membership/Chairmanship of Audit Committee, Shareholders/ Investor Grievance Committee.

3. AUDIT COMMITTEE

A: Composition of Audit Committee

The Audit Committee comprises of three directors out of which two are non-executive independent directors. The constitution of the Audit Committee is as follows;-

- | | | | |
|----|---------------------------|--------------------|-------------------------------|
| 1. | Mr. Ramesh Kumar Aggarwal | Director/ Chairman | Non Executive Independent |
| 2. | Mrs. Anita Sehgal | Managing Director | Executive Promoter Director ‘ |
| 3. | Mr. Jawahar Lal | Director | Non Executive Independent |

Mr. R. K. Aggarwal is a Chartered Accountant and possesses expert knowledge in Finance and Accounts. And also has good experience in legal and secretarial matters .

B: Terms & Conditions

The terms of reference stipulated by the Board to the Audit committee are, as contained under Clause 49 of the Listing Agreement, as follows:

- a) Oversight of the company’s financial reporting process and the disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- c) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on (i) any changes in accounting policies and practices (ii) major accounting entries based on exercise of judgment by management, (iii) qualifications in draft audit report, (iv) significant adjustments arising out of audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc, that may have potential conflict with the interest of Company at large.
- d) Discussions with external auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.

C: Audit Committee Meetings and Attendance

During the year the Audit Committee met four times on May 27, 2012, July 22, 2012, October 20, 2012 and January 13, 2013 and the details of attendance by the Committee Members are as follows:

Name of Director	No. of Audit Committee Meetings attended
Sh. R. K. Aggarwal	4
Mr. Jawahar Lal	4
Anita Sehgal	4

4. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

The Board of the Company has constituted an Investors' Grievance Committee / Share Transfer Committee under the chairmanship of Mr. R. K. Aggarwal, Mr. J. Lal and Mrs. Anita Sehgal, Directors as its members. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipt of balance sheet etc. The Committee recommends measures for overall improvement in the quality of investor services.

5. INVESTOR COMPLAINTS/PENDING SHARE TRANSFER

Complaints from the shareholders are attended to as and when they are received.

6. DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN FORTH COMING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Name of Director	Jawahar Lal	J C. KAPOOR *
Date of appointment	Reappointed in the Annual General Meeting held on 28.09. 2012	30.09.2011
Expertise in specific functional Areas	General Management,	Advocate-law
Qualification	EX SERVICE MAN	LL.B.
List of Companies in which directorship held on 31.03.2013	Nil	Nil
Chairman/ members of the Committee of the Board as on 31.03.2013		

7. GENERAL BODY MEETING

Details of last three Annual General Meetings:

Year	Location	Date & Time
2009-10	JVTS Gardens, Chattarpur, `C' Block, Tehsil Mehrauli, Delhi	29 th September, 2010 At 10.00 a.m.
2010-11	JVTS Gardens, Chattarpur, `C' Block, Tehsil Mehrauli, Delhi	30 th September, 2011 At 10:00 a.m.
2011-12	JVTS Gardens, Chattarpur, `C' Block, Tehsil Mehrauli, Delhi	28 th September, 2012 At 10:00 a.m.

There was no Extra Ordinary General Meeting held in the last three years.

8. POSTAL BALLOT

For the year ended 31st March 2013, there has been no resolution passed by the Company's Shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

9. DISCLOSURE

a. Disclosures on materially significant related party transaction

None of the transactions with any of the related parties were in conflict with the interest of the company.

10. DETAILS OF NON –COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI, OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS.

There was no penalty imposed on the company by Stock exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.

11. CEO/ CFO CERTIFICATION

Mrs. Anita Sehgal, Managing Director (CEO) has certified to the Board:

- a. She has reviewed financial statements and the cash flow statement for the year and that to the best of her knowledge and belief.
- b. These statements do not contain any materially untrue statement or untrue material fact or contain statements that might be misleading.
- c. These statements together present a true and fair view of the companies' affairs and are in compliance with existing accounting standards, applicable law and regulations.
- d. These are, to the best of her knowledge and belief no transactions entered into by the company during the year which are fraudulent, illegal or violative of company's code of conduct.
- e. She accepts responsibility for establishing and maintaining internal control for financial reporting and that she has evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and she has disclosed to the auditors and audit committee, deficiencies in the design or operation of such internal controls if any . of which she was aware and the steps she has taken or propose to take to rectify these deficiencies .

12. MEANS OF COMMUNICATION

The company has been disclosing corporate financial performance i.e. the quarterly, half yearly and annual audited financial results well within the stipulated period to the Stock Exchanges where the shares of the company are listed by means of facsimile transmission and also by sending the copy of results by courier/post immediately after the board has taken them on record.

The results are published in the news papers in accordance with the listing agreement entered into by the company with the stock exchanges where the shares of the company are listed. The results are displayed on the website of the company www.profinmoney.com.

13. GENERAL SHAREHOLDER INFORMATION

1. 23rd Annual General Meeting

Date and Time	: 30 th September, 2013 at 10.00 A.M.
Venue	: JVTS Gardens, Chattarpur, `C' Block, Tehsil Mehrauli, Delhi
Financial Calendar	: April 1, 2012 to March 31, 2013
Date of Book Closure	: 24 th September 2013 to 30 th September 2013

2. Listing on Stock Exchange : The Delhi Stock Exchange Association Ltd.
DSE House, 3/1 Asaf Ali Road,
New Delhi-110002

The Ludhiana Stock Exchange
Feroze Gandhi Market,
Ludhiana – 141 001

Stock Code : **Not Allotted**

Annual listing fee for the year under review has been paid.

3. Market Price Data : High/Low in each month in last financial year

The Shares of the Company were not traded during the year in any stock exchange, as the stock exchanges are not functional.

4. Registrar and Transfer Agent

The Share transfer work was handled in house by the company.

5. Distribution of Shareholding as on 31st March, 2013

No. of Shares	Shareholders		Share Amount	
	Numbers	% of total	Rs.	% age
Up to 5000	186	88.15	495470	24.70
5001 to 10000	10	4.74	85080	4.24
10001 to 20000	3	1.42	48900	2.44
20001 to 30000	2	0.95	51500	2.57
30001 to 40000	0	0.00	0	0.00
40001 to 50000	1	0.47	50000	2.49
50001 to 100000	4	1.90	300000	14.95
100001 & above	5	2.37	975050	48.61
TOTAL	211	100.00	2006000	100.00

Shareholding pattern as on 31st March, 2013

Category	No. of Shares Held	% of Holding
Promoters Group	1235700	61.60
Banks, Financial Institutions Insurance Companies	NIL	
Corporate Bodies	110200	5.49
Indian Public	387100	19.30
NRI/FIIS	273000	13.61
TOTAL	2006000	100.00

Address for correspondence

Pro Fin Money Markets Ltd.
C2/65 Sushant Lok Phase 1,
Gurgaon, Haryana 122002
profinmoney@yahoo.com
www.profinmoney.com

DECLARATION

This is to confirm that the Company has adopted a Code of Conduct for its Directors and its senior management and employees. The code is available on the Company's web site.

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all the directors and the designated personnel in the senior management of the Company have confirmed compliance with their respective Codes for the financial year ended 31st March, 2013.

For PROFIN MONEY MARKETS LIMITED

Place : Gurgaon
Date : 28.07.2013

Sd/-
ANITA SEHGAL
Managing Director
DIN 00786706

CERTIFICATE

To The Members of
PROFIN MONEY MARKETS LTD.

We have examined the compliance of conditions of Corporate Governance by PROFIN MONEY MARKETS LTD. for the year ended on 31st March 2013 stipulated in Clause 49 of the listing Agreement of the Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

On the basis of our review and according to the information and explanations given to us, we state that no Investor Grievances are pending against the Company as per the records maintained by the Company.

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

For **DMK ASSOCIATES**
Company Secretaries

Sd/-
MONIKA KOHLI
Partner
C.P. NO. 4936

Place: New Delhi
Date 28.07.2013

Khanna Gulati & Associates

Chartered Accountants

*171, Som Dutt Chambers –II
9, Bhikaji Cama Place
New Delhi – 110066
Phone: 26104222, 26170244, 26184288
Fax : 91-11-26176352
E-Mail : kga@vsnl.com*

Independent Auditor’s Report

To the Members of
Profin Money Market Limited

We have audited the accompanying financial statements of **Profin Money Market Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2013, Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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.

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 *Loss* for the year ended on that date. And

c) in the case of cash flow statement, of the cash flows for the year ended on that date.

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

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

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

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

c) the Balance Sheet, 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 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.

f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Khanna Gulati and Associates
Chartered Accountants
ICAI Regn. 012190N

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

Place: New Delhi
Date: 27th May 2013

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of the Auditors' Report of even date to the members of Pro Fin Money Markets Limited on the financial statements for the year ended March 31, 2012.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) These fixed assets have been physically verified by the management at reasonable intervals, and no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraph 4(iii) (a), (b), (c) and (d) of the Order, are not applicable.
 - (b) The Company has taken an unsecured loan from 2 (two) persons covered in the register maintained under section 301 of the Act. The maximum amount involved during the year was Rs.9.56 Lakhs and the year ended balance of loan taken from such party was Rs.7.31 Lakhs.
 - (c) In our opinion, the rate of interest and other terms and conditions on which loan has been taken from company listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima Facie, prejudicial to the interest of the company.
 - (d) The Company is regular in repaying the principal amounts as stipulated and has been regular in payment of interest.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory. Fixed Assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
4. (a) According to the information and explanations given to us, we are of opinion that the transactions that need to be entered into the register maintained under Section 301 of Companies Act, 1956 have been so entered.
 - (b) The transaction made is pursuant of contract or arrangement entered in the register under Section 301 of the Companies Act, 1956 were not exceeding the value of Rupees Five Lakhs in respect of any party during the year.

5. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
6. In our opinion, the Company has an internal audit system commensurate its size and nature of its business.
7. The Company is not required to maintain cost records under Section 209(1)(d) of the Companies Act, 1956.
8. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax and other material statutory dues as application to it.

(b) According to the information and explanations given to us, no undisputed amount payable in respect of sales tax, income tax as at March 31, 2012 for a period of more than six months from the date they become payable.

(c) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, which have not been deposited on account of any dispute.
9. In our opinion, during the year, the accumulated losses of the Company are not more than 50% of its net worth. The Company has not incurred any cash loss during the year. However, the Company has incurred the cash loss of Rs.1.95 Lacs during the previous year.
10. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
11. 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.
12. The Company is dealing in or trading in shares, securities, debentures and other investments. The Company has maintained proper records for the transactions and contracts and timely entries have been made therein. The share, securities, debentures and other investments have been held by the Company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.
13. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
14. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment. No funds are raised on long term basis which have been used for long term investments.
15. According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year.

16. According to the information and explanations given to us, the Company has not issued any debentures during the year.
17. The Company has not raised any money by public issues during the year.
18. According to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
19. The activities of the Company are such that the Clause ii, xi and xvi of Para 4 of the Order under section 227 (4A) of the Companies Act, 1956 are not applicable to the Company.

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

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

Place: New Delhi
Dated: 27th May 2013

PROFIN MONEY MARKET LIMITED

BALANCE SHEET AS AT 31ST MARCH 2013

(Amounts in Rupees)

	Note No.	As at 31 March 2013	As at 31 March 2012
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	20,060,000	20,060,000
Reserves and Surplus	2	(6,853,178)	(6,578,206)
Non-Current Liabilities			
Long-term borrowings	3	731,005	919,975
Other Long term liabilities	4	213,689	213,689
Current Liabilities			
Other current liabilities	5	31,090	57,348
Total		14,182,606	14,672,806
II ASSETS			
Non-Current Assets			
Fixed assets	6		
- Tangible assets		7,670,665	7,942,413
Non-Current Investments	7	1,565,448	1,562,500
Long-term loans and advances	8	132,900	332,900
Other non-current assets	9	855,375	885,375
Current Assets			
Cash and cash equivalents	10	3,618,446	3,522,112
Short-term loans and advances	11	339,772	427,506
Total		14,182,606	14,672,806

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
FRN 012190N

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

Sd/-
(R. K. Agarwal)
Director
DIN : 01580859

Sd/-
(Jawahar Lal)
Director
DIN : 03572912

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

Place : New Delhi
Date : 27.05.2013

PROFIN MONEY MARKET LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

(Amounts in Rupees)

	Note No.	For year ended 31 March 2013	For year ended 31 March 2012
INCOMES:			
Revenue from operations	12	48,000	52,000
Other income	13	322,288	319,267
Total Revenue		370,288	371,267
EXPENSES:			
Employee benefits expense		54,000	64,000
Finance costs		3,566	4,253
Depreciation	6	309,248	313,152
Administrative and Other expenses	14	278,446	498,011
Total Expenses		645,260	879,416
Profit / (Loss) before tax		(274,972)	(508,149)
Tax expense			
-Current tax		-	-
Profit (Loss) for the year		(274,972)	(508,149)
Earnings per equity share:			
-Basic		(0.14)	(0.25)
-Diluted		(0.14)	(0.25)

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
FRN 012190N

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

Sd/-
(R. K. Agarwal)
Director
DIN : 01580859

Sd/-
(Jawahar Lal)
Director
DIN : 03572912

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

Place : New Delhi
Date : 27.05.2013

PROFIN MONEY MARKET LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2012-13

(Amounts in Rupees)

Particulars		2012-13	2011-12
1 CASH FLOWS FROM OPERATING ACTIVITIES			
Net Profit/ (Loss) before Tax as per Profit and Loss Account		(274,972)	(508,149)
Adjustment For:			
Depreciation and Amorisation Expense		309,248	313,152
Operating Profit / (Loss) before Working Capital Changes		34,276	(194,997)
Adjustment For:			
Trade and other Recoverable		317,734	(380,870)
Trade and other Payables		(26,258)	35,853
Net Cash from Operating Activities	(I)	325,752	(540,014)
2 CASH FLOW FROM INVESTING ACTIVITIES			
Capital Work in Progress		-	-
Purchase of Investments		(2,948)	-
Purchase of Fixed Assets		(37,500)	(72,604)
Net Cash (used in) / from Investing Activities	(II)	(40,448)	(72,604)
3 CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Long term borrowings		(188,970)	24,872
Net Cash (used in) / from Financing Activities	(III)	(188,970)	24,872
Net Increase / (Decrease) in Cash and Cash Equivalents		96,334	(587,746)
Opening Balance of Cash and Cash equivalents		3,522,112	4,109,858
Closing Balance of Cash and Cash equivalents		3,618,446	3,522,112

For Profin Money Market Limited

As per our report of even date
For Khanna Gulati & Associates
 Chartered Accountants
 FRN 012190N

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

Sd/-
 (R. K. Agarwal)
 Director
 DIN : 01580859

Sd/-
 (Jawahar Lal)
 Director
 DIN : 03572912

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

Place : New Delhi
 Date : 27.05.2013

PRO FIN MONEY MARKETS LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013

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 and applicable Accounting Standards and the provisions of the Companies Act, 1956 as adopted consistently by the Company on the basis of a going concern.
- 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 at the rates given in Schedule XIV of the Companies Act, 1956. Depreciation on additions / deletions is worked out on pro-rata basis.
- iii) Provision for Taxation
No provision for current income tax has been made during the year since there is no liabilities for payment for income tax.
- iv) 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.
- v) 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.
- vi) Contingent Liabilities
Contingent liabilities, if any, are generally not provided for in the accounts and are separately disclosed in the Notes to the Accounts.
- vii) Investment (Long Term)
 - a) Quoted Investment: Long term investment 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.

II) NOTES FORMING PART OF THE FINANCIAL STATEMENTS**NOTE 1: SHARE CAPITAL****a) Details regarding Authorised, Issued, Subscribed & Paid-up Capital****(Amounts in Rupees)**

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Amount	Number	Amount
Authorised Share Capital 50,00,000 equity shares of Rs.10/- each	5,000,000	50,000,000	5,000,000	50,000,000
Issued Capital 36,71,400 equity shares of Rs.10/- each	3,671,400	36,714,000	3,671,400	36,714,000
Subscribed Capital 35,75,900 equity shares of Rs.10/- each	3,575,900	35,759,000	3,575,900	35,759,000
Paid up Capital 20,06,000 equity shares of Rs.10/- each fully paidup	2,006,000	20,060,000	2,006,000	20,060,000
Total	2,006,000	20,060,000	2,006,000	20,060,000

b) Reconciliation of opening and closing balances of share capital**(Amounts 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	-	-
Shares outstanding at the end of the year	2,006,000	20,060,000

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

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	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	161,800	8.07%	161,800	8.07%
Anita Sehgal	138,500	6.90%	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**(Amounts in Rupees)**

Particulars	As at 31 March 2013	As at 31 March 2012
Capital Reserves	3,812,250	3,812,250
Surplus		
Opening balance	(10,390,456)	(9,882,307)
(+) Net Profit/(Net Loss) For the current year	(274,972)	(508,149)
Closing Balance	(10,665,428)	(10,390,456)
Total	(6,853,178)	(6,578,206)

NOTE 3: LONG TERM BORROWINGS**(Amounts in Rupees)**

Particulars	As at 31 March 2013	As at 31 March 2012
<i>Unsecured</i>		
Loans and Advances from Related parties	731,005	919,975
Total	731,005	919,975

NOTE 4: OTHER LONG TERM LIABILITIES**(Amounts in Rupees)**

Particulars	As at 31 March 2013	As at 31 March 2012
Others		
- Other Payables	213,689	213,689
Total	213,689	213,689

NOTE 5: OTHER CURRENT LIABILITIES**(Amounts in Rupees)**

Particulars	As at 31 March 2013	As at 31 March 2012
Statutory Dues Payable	-	4,000
Other Payables	31,090	53,348
Total	31,090	57,348

PROFIN MONEY MARKETS LIMITED
SCHEDULE OF FIXED ASSETS AS PER CO'S ACT, 1956 ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2013

Sl. No.	Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 1/4/2012	Additions during the year	Sale During The Year	As on 31/03/2013	As on 1/4/2012	Provided During the year	Sale / Disposal	As on 31/03/2013	As on 31/03/2013	As on 31/3/2012
	TANGIBLE ASSETS										
1	LAND (FREEHOLD)	2,033,308	-	-	2,033,308	-	-	-	-	-	2,033,308
2	FACTORY BUILDING	4,113,300	-	-	4,113,300	337,347	188,798	-	526,145	3,587,155	3,775,953
3	OFFICE PREMISES	4,472,605	-	-	4,472,605	2,358,851	105,688	-	2,464,539	2,008,066	2,113,754
4	COMPUTERS	3,348,179	37,500	-	3,385,679	3,347,472	11,379	-	3,358,851	26,828	707
5	FURNITURE & FIXTURES	525,523	-	-	525,523	506,831	3,383	-	510,214	15,309	18,692
6	CYCLE	831	-	-	831	831	-	-	831	-	-
	TOTAL	14,493,746	37,500	-	14,531,246	6,551,332	309,248	-	6,860,580	7,670,665	7,942,413
	PREVIOUS YEAR	14,421,142	72,604	-	14,493,746	6,238,180	313,152	-	6,551,332	7,942,413	-

NOTE 7: NON CURRENT INVESTMENT

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Other Than Trade (At Cost)		
<i>Quoted</i>		
Relaince 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	-
Union Bank of India (10 Equity Share (previous year Nil) @ Rs.10/- each)	1,940	-
<i>Unquoted</i>		
Profin Lease and Investments Pvt. Ltd. (1,25,000 Equity Share (previous year 1,25,000) @ Rs.10/- each)	1,250,000	1,250,000
Mukerian Papers Ltd. (3,750 Debentures (previous year 3,750) @ Rs.70/- each)	262,500	262,500
Total	1,565,448	1,562,500

Aggregate Market Value of the Quoted Investment as on 31st March 2013 : Rs.164,405
(previous year: Rs.195,925)

NOTE 8: LONG TERM LOANS AND ADVANCES

(Unsecured and Considered Goods)

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Security Deposits	132,900	332,900
Total	132,900	332,900

NOTE 9: OTHER NON CURRENT ASSETS

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Trade Recievables	855,375	885,375
Total	855,375	885,375

NOTE 10: CASH AND CASH-EQUIVALENTS

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Balances with Schedule Bank		
- In Current Account	85,933	10,538
- In Deposit Account	3,500,000	3,500,000
Cash on hand (as certified by the management)	32,513	11,574
Total	3,618,446	3,522,112

NOTE 11: SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered goods)

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Advances Recvoerable in Cash or kind (to the extent recoverable)	11,909	98,293
Accrued Interest on Fixed Deposits with Bank	264,054	296,996
Advance Income Tax / TDS (Net of provision of tax)	63,809	32,217
Total	339,772	427,506

NOTE 12: REVENUE FROM OPERATIONS

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Consultancy Income	48,000	52,000
Total	48,000	52,000

NOTE 13: OTHER INCOME

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Dividend Income	6,368	4,220
Interest Income	315,920	314,547
Other Income	-	500
Total	322,288	319,267

NOTE 14: ADMINISTRATIVE AND OTHER EXPENSES

(Amounts in Rupees)

Particulars	As at	As at
	31 March 2013	31 March 2012
Auditors Remuneration	28,090	28,090
Bad Debts	30,000	-
Communication Expenses	19,251	5,886
Computer Expenses	11,400	-
Electricity and Water Charges	3,500	2,000
Filing Fee	4,540	5,000
Listing Fee	14,045	13,758
Meeting Expenses	10,061	9,650
Miscellaneous expenses	1,206	500
Printing and Stationery	43,800	43,416
Professional Charges	56,827	52,000
Office Repair and Maintenance	12,500	9,375
Rates and Taxes	4,837	9,813
Loss on trading in Future Contracts	38,389	318,523
Total	278,446	498,011

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 (including Service Tax)
Audit Fees 28,090

17) Balance's of Sundry Creditors and Sundry Debtors have been shown as appearing in the accounts are pending confirmations from the respective parties.

18) Shares / Debentures acquired for investment or trading are not always held in the name of the Company as required under the provisions of Section 49 of the Companies Act, 1956.

19) 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.

20) 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

ii) Relatives of Key Management Personnel
Mr. Rajan Sehgal

iii) Entities over which Key Management Personnel are able to exercise significant influence
Profin Lease & Investments Pvt. Ltd.

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 & their Relatives
Unsecured Loan taken 40,867/-
Repayment of unsecured loan 2,29,837/-

C) Balance at the end of the year

i) Key Management Personnel & their relatives
Unsecured Loan 7,31,005/-

21) Earning per share

(Amounts in Rupees)

Particulars	(Amounts in Rupees)	
	As at 31 March 2012	As at 31 March 2011
Profit (Loss) after Tax	(274,972)	(508,149)
Weighted Average No. of Equity Shares outstanding	2,006,000	2,006,000
Basic and diluted Earning (Loss) per share	(0.14)	(0.25)

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

22) Contingent Liabilities

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

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

24) 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

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

For Profin Money Market Limited**For Khanna Gulati & Associates**Chartered Accountants
FRN 012190N

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

Sd/-
(R. K. Agarwal)
Director
DIN : 01580859

Sd/-
(Jawahar Lal)
Director
DIN : 03572912

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

Place : New Delhi
Date : 27.05.2013

PROFIN MONEY MARKETS LIMITED

Regd. Office : S-4, JVTS Garden, Chattarpur Extention, New Delhi - 110 074

Folio No.

(To be filled in by the shareholders)

PROXY FORM

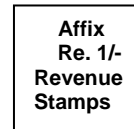
I/We.....

of.....

being a member/members of Profin Money Markets Limited, hereby appoint Miss/Mrs./Mr.....
of.....in district of.....of
failing him/heras my/our proxy to vote for me/us, on my/our behalf
at the 23rd Annual General Meeting, to be held on 30th September, 2013 at 10.00 A.M. at JVTS Gardens,
Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi- 110030 and at any adjournment thereof.

Signed this.....day of.....2013

Signature of the Shareholders



Note : 1. The proxy need not be a member of the Company.

2. The proxy form duly signed across revenue stamp of Re. 1/- should reach the Company's Registered Office at least 48 hours before the time for holding the Meeting.

PROFIN MONEY MARKETS LIMITED

Regd. Office : S-4, JVTS Garden, Chattarpur Extention, New Delhi - 110 074

23rd ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the 23rd Annual General Meeting held on on 30th September, 2013 at 10.00 A.M. at JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi- 110030 .

Full Name of Member (In Block Letters).....

Regd. Folio No.....

Full Name of Proxy (In Block Letters).....

Member's/Proxy's Signature

Note: This attendance slip duly filled and signed should be handed over at the entrance of the meeting hall.

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