

18TH

ANNUAL REPORT

2011 – 2012

PASUPATI FINCAP LIMITED

Regd. Office :Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

Head Office : 127-128, Tribhuvan Complex, Ishwar Nagar, New Delhi

Corres. Office : 1501 Nirmal Tower, 26, Barakhamba Road, New Delhi

PASUPATI FINCAP LTD

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **PASUPATI FINCAP LIMITED** will be held at the Registered Office and Works of the Company at Village Kapriwas (Dharuhera), Distt. Rewari, Haryana on Saturday the 29th September, 2012 at 11.00 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anand Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

REGISTERED OFFICE

Village Kapriwas
(Dharuhera), Distt. Rewari,
HARYANA

DATED : September 03, 2012

BY ORDER OF THE BOARD
For PASUPATI FINCAP LIMITED



**VIDIT JAIN
DIRECTOR**

NOTES

- i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a member of the Company.
- ii) Proxies may be in the form annexed hereto and to be effective must be lodged at the Registered Office of the Company or at its Head Office at 127-128, Tribhuvan Complex, Ishwar Nagar, New Delhi 110 065 not later than 48 hours before the commencement of the meeting.
- iii) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 22nd September, 2012 to Saturday the 29th September, 2012 (both days inclusive).
- iv) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least ten days before the date of meeting, so that the information required may be made available at the meeting.

PASUPATI FINCAP LIMITED

DIRECTORS REPORT AND MANAGEMENT DISCUSSIONS & ANALYSIS

Dear Shareholders,

Your Directors are pleased to present the Annual Report and the Audited Accounts of the Company for the year ended March 31, 2012.

FINANCIAL RESULTS

(Rs.)

Profit After Tax	22,29,560.28
Add: Brought forward Loss from earlier year	<u>(42,36,285.00)</u>
Balance carried to Balance Sheet	<u>(20,06,724.72)</u>

DIVIDEND

The Board of Directors do not recommend any dividend for the year.

AUDITORS

M/s. M.C. Jain & Co., Chartered Accountants are to retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment as auditors of the Company.

DIRECTORS

Mr. Anand Aggarwal retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- (ii) appropriate accounting policies have been selected and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the period and of the profit and loss of the company for that period;
- (iii) proper and sufficient care has been taken 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;
- (iv) the annual accounts have been prepared on a going concern basis.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A, of the Companies Act, 1956 and the rules made thereunder.

**PARTICULARS REGARDING CONSERVATION OF ENERGY,
TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE
EARNINGS & OUTGO**

The Statement containing the necessary information as required u/s. 217(1)(e) read with Companies (Disclosures of particulars in the Report of Board of Board of Directors) Rules, 1998 is given as under:

A. ENERGY CONSERVATION

Your Company has not consumed energy of any significant level and accordingly no measures were taken for energy conservation and no investment has been made for reducing energy conservation.

B. TECHNOLOGY ABSORPTION

The Company has not adopted any foreign technology.

C. FOREIGN EXCHANGE EARNING & OUTGO

Year Ended As at 31.03.2012

Expenditure in foreign currency	NIL
Earning in foreign currency	NIL

HUMAN RESOURCE

Your Directors would like to place on record their deep appreciation of all employees for dedicated and sincere services rendered by them.

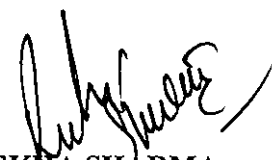
As required under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, there was no employee in receipt of a remuneration exceeding Rs. 2,00,000/- per month if employed for part of the year or Rs. 24,00,000/- if throughout the year.

ACKNOWLEDGEMENT

Your Directors appreciate the dedication and efforts being made by the employees, shareholders and others during the year under review.

By Order of the Board of Directors


VIDIT JAIN
DIRECTOR


REKHA SHARMA
DIRECTOR

Place : New Delhi
Date : September 03, 2012

CORPORATE GOVERNANCE**INTRODUCTION**

The Securities and Exchange Board of India has introduced a Code of Corporate Governance (Code) by way of amendment to the listing agreements with the Stock Exchanges. The Company has complied with the mandatory requirements of the Code.

(I) Company's Philosophy on Corporate Governance :

The philosophy of the Company is to enhance the long-term economic value of the Company, its stake holders and the society at large by adopting better-corporate practices in fair and transparent manner by aligning interest of the Company with its shareholders and other key stake holders.

(II) Board of Directors :

- a) The total strength of the Board as on 01.04.2011 was 3 Directors comprising of 1 (one) Executive Directors and 2 (two) Non-executive Director.
- b) During the year ended 31.03.2012, 5 (Five) Board Meetings were held with at least one meeting in every quarter on 30.04.2011, 06.08.2011, 03.09.2011, 07.11.2011 & 14.02.2012.

Statement of Attendance of each Director at the Board Meetings held during the Year and Last AGM:

Name of the Director	Executive/ Independent/Non executive/ Nominee	No. of meetings held	No. of meetings Attended	Attendance at last AGM on 30.09.2011
1. Sh. Vidit Jain	Director	5	5	Present
2. Ms. Rekha Sharma	Director	5	5	Present
3. Sh. Anand Aggarwal	Director	5	5	Not Present

Details of Board Meetings held during the year:

S.No.	Date	Board Strength	No. of Directors present
1	30.04.2011	3	3
2	06.08.2011	3	3
3	03.09.2011	3	3
4	07.11.2011	3	3
5	14.02.2012	3	3

Number of Directorship on other Boards & Membership/ Chairmanship of Committees of other Boards:

S.No.	Name of Director	No. of director-Ship in other Boards	Membership of Committees of Other Boards	Chairmanship of Committees of other Boards
1	Sh. Vidit Jain	5	2	NIL
2	Ms. Rekha Sharma	NIL	NIL	NL
3	Sh. Anand Kumar Aggarwal	1	NIL	NIL

(III) Audit Committee

The strength of the Audit Committee as on 01.04.2011 was three members i.e. Sh. Vidit Jain Ms. Rekha Sharma and Mr. Anand Kumar Aggarwal The role, terms of reference, authority and powers of the Audit Committee are in conformity with the listing agreement and as prescribed under Section 292 A of the Companies Act, 1956.

Composition and Attendance at the Audit Committee Meetings

Date of the Meetings	Composition	Attendance (Yes/ No)	Chairman
30.04.2011	1. Sh. Vidit Jain, Member 2. Ms. Rekha Sharma, Member 3. Sh.Anand Kumar Aggarwal, Member	YES YES YES	Ms. Rekha Sharma
06.08.2011	1. Sh. Vidit Jain, Member 2. Ms. Rekha Sharma, Member 3. Sh.Anand Kumar Aggarwal, Member	YES YES YES	Ms. Rekha Sharma
03.09.2011	1. Sh. Vidit Jain, Member 2. Ms. Rekha Sharma, Member 3. Sh.Anand Kumar Aggarwal, Member	YES YES YES	Ms. Rekha Sharma
07.11.2011	1. Sh. Vidit Jain, Member 2. Ms. Rekha Sharma, Member 3. Sh.Anand Kumar Aggarwal, Member	YES YES YES	Ms. Rekha Sharma
14.02.2012	1. Sh. Vidit Jain, Member 2. Ms. Rekha Sharma, Member 3. Sh.Anand Kumar Aggarwal, Member	YES YES YES	Ms. Rekha Sharma

- Details of remuneration/sitting fees paid to the directors:

Amount (Rs.)

Sl. No.	Name of the Director	Description of Transaction	Basic	Perquisites	Sitting Fee	Total
1	Sh. Vidit Jain, Director	Remuneration & perquisites	NIL	NIL	NIL	NIL
2	Ms. Rekha Sharma, Director	Remuneration & perquisites	NIL	NIL	NIL	NIL
3	Sh. Anand Kr Aggarwal, Director	Remuneration & perquisites	NIL	NIL	NIL	NIL

(V) Share Transfer-cum-Shareholders' Grievance Committee

As on 01.04.2011 the Share Transfer-cum-Shareholders' Grievance Committee consisted of two members – Sh. Vidit Jain & Ms. Rekha Sharma. The Committee was vested with the requisite power and authority to specifically look into the redressal of the shareholders' Grievance. The Board designated Sh. Vidit Jain, Director as Compliance Officer. During the year ending 31.03.2012, 36 Meetings of Share Transfer-cum Shareholders' Grievance Committee were held. The Details of attendance of Members are as under:

Name of Member	No. of Meetings Held	No of Meetings attended
1. Sh. Vidit Jain	36	36
2. Ms. Rekha Sharma	36	36

No complaint was received during the year ended on 31st March, 2012.

(VI) ANNUAL GENERAL MEETINGS :

Location and time for the last three AGM's

Year	Date	Venue	Time
2009	15.09.2009	Village Kapriwas (Dharuhera) Distt. Rewari, Haryana	12.00 Noon
2010	30.09.2010	-do-	12.00 Noon
2011	30.09.2011	-do-	12.00 Noon

No postal ballots resolutions were passed.

(VII) Disclosures

(a) Related Party Transactions:

There was no transactions of material nature with Directors/ Promoters/ their relatives during the year ended 31.03.2012.

(b) Compliance by the Company:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other Statutory Authority relating to the above.

(VIII) Means of Communication:

Half Yearly Report to each household of shareholders:

The Company has not yet started sending the half-yearly reports to each household of Shareholders. But if any shareholder seeks any information, then the same is provided by the Company.

Quarterly Results

Quarterly results are published in English and Hindi Newspapers as per the requirement of listing agreement with the Stock Exchanges. The same are also faxed to the Stock Exchanges where the company is listed.

Distribution of Shareholding as on 31.03.2012:

	<u>Shareholding</u>	<u>%age</u>
A. Promoters' holding including their relatives Associate Companies	176700	3.76

B. Non-Promoters Holding

- Directors	Nil	Nil
- Institutional Investors – Financial Institutions Banks, Mutual Funds etc.	Nil	Nil
- Private Corporate Bodies	3378279	71.88
- Public	1145021	24.36
	<u>4700000</u>	<u>100.00</u>

(IX) Shareholders information :**A. Annual General Meeting**

Date & Time : Saturday the 29th September, 2012 at 11.00 Noon

Venue : Registered Office of the Company at Village Kapriwas
(Dharuhera) Distt. Rewari, Haryana

B. Book Closure : From Saturday the 22nd September, 2012 to Saturday the
29th September, 2012 (both days inclusive).

C. Registrar & Transfer Agents :

M/s. Skyline Financial Services Pvt. Ltd., D-153A, Okhla Industrial Area, Phase I,
New Delhi is the Registrar and Transfer Agents of the Company for physical and
demat segments.

D. Dematerialisation of shares and liquidity

94.24% of the total share holdings of equity shares have been dematerialized up to
31.03.2012. Trading in Company's shares is permitted only in demat form w.e.f.
06.09.2000 as per notification issued by the Securities & Exchange Board of India.

E. Listing at Stock Exchanges

The details regarding payment of listing fee to Stock Exchange are given below:

Sl. No.	Name of Stock Exchanges	Listing Fee Paid up to	Stock Code No.
1.	Delhi Stock Exchange Association Ltd.	2004-05	A-2
2.	The Stock Exchange, Mumbai	2012-13	A-1

Market Price data : High/Low during the year

Month	High (Rs)	Low (Rs)
April, 2011	16.00	12.45
May, 2011	13.71	10.38
June, 2011	14.95	11.74

July, 2011	14.99	11.05
August, 2011	14.39	11.03
September, 2011	16.65	13.17
October, 2011	17.85	14.85
November, 2011	20.30	16.00
December, 2011	24.60	19.05
January, 2012	33.20	23.40
February, 2012	39.50	30.60
March, 2012	42.65	35.70

CEO/CFO Certificate

The requisite certificate has been obtained from the CEO/ CFO of the Company.

For and on behalf of
The Board of Directors



**VIDIT JAIN
DIRECTOR**

PLACE : NEW DELHI
DATED : SEPTEMBER 03, 2012



PASUPATI FINCAP LIMITED

1501, Nirmal Tower, 26, Barakhamba Road,
New Delhi-110001 (INDIA)

Ph. : 47632200 Fax : 91-11-23316441, 23325582

Declaration regarding compliance by Board Members and Senior Management Personnel with the Code of Conduct:

This is to confirm that the Company had adopted Pasupati Fincap Ltd. Code of Conduct for its Senior Management and Board members and the same has been posted on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2012, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management, Senior means personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management i.e. Executive Directors and all functional heads.

New Delhi
3rd September, 2012



(VIDIT JAIN)
DIRECTOR



PASUPATI FINCAP LIMITED

1501, Nirmal Tower, 26, Barakhamba Road,
New Delhi-110001 (INDIA)

Ph. : 47632200 Fax : 91-11-23316441, 23325582

CERTIFICATION BY CHIEF EXECUTIVE OFFICER:

I, Mr. Vidit Jain, Chief Executive Officer (CEO) of M/S. PASUPATI FINCAP LIMITED, to the best of our knowledge and belief, certify that:

- a. We have reviewed the balance sheet and profit and loss account and all the schedules and notes on accounts, as well as the cash flow statements, and the directors' report;
- b. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
- c. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
- d. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
- e. We accept the responsibility for establishing and maintaining internal controls for financial reporting evaluate the effectiveness, disclosing the deficiencies in the design or operation of internal controls, if any, to the Auditors and Audit Committee and take steps or purpose to take steps to rectify these deficiencies.
- f. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - i. Significant changes in Internal Control over financial reporting during the period; and
 - ii. Significant changes in Accounting Policies, the same have been disclosed in the notes to the financial statement;

For PASUPATI FINCAP LIMITED,

(VIDIT JAIN)
CHIEF EXECUTIVE OFFICER

Place: New Delhi

Date : September 03 2012



CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE

**The Members,
PASUPATI FINCAP LIMITED
VILLAGE KAPRIWAS
DHARUHERA
DISTT REWARI
HARYANA**

I have examined the compliance of conditions of Corporate Governance by **PASUPATI FINCAP LIMITED**, for the year ended on **31st March, 2012**, as stipulated in Clause 49 of the Listing Agreement executed by the said Company with the Stock Exchanges.

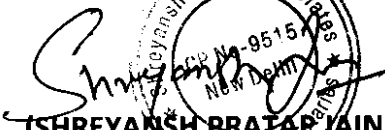
The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement in all material respects.

I state that no investor grievances are pending for a period exceeding one month against the Company as certified by the Registrars & Share Transfer Agent of the Company.

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

**For SHREYANSH JAIN & ASSOCIATES
COMPANY SECRETARIES**


(SHREYANSH PRATAP JAIN)
Company Secretary
CP No. 9515

Place: New Delhi

Date: 3rd September, 2012