



NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Company will be held on Friday the 28th day of September, 2012 at 10:00 a.m. at S-4, JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi- 110074 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012, the Profit & Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Aggarwal 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.

ANITA SEHGAL
Managing Director

Place : Gurgaon
Dated : 22.07.2012

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.
2. The Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer of the Company will remain closed from Monday, 24th September, 2012 to Friday, 28th September 2012 (both days inclusive).
4. Members are requested to notify immediately any change of address to the Company at its Registered Office.
5. Members are requested to produce at the entrance the enclosed attendance slip duly completed and signed for admission to meeting place.
6. 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
7. No Gift/Gift Coupons shall be provided to the members.

By order of the Board
For PROFIN MONEY MARKETS LTD.

ANITA SEHGAL
Managing Director

Place : Gurgaon
Dated : 22.07.2012



DIRECTORS REPORT

To,
The Members of
PROFIN MONEY MARKETS LTD.
Your Directors hereby present the 22nd Annual Report together with Audited Annual Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

(Rupees in Lacs)

| Particulars | Current Year 31.03.2012 | Previous Year 31.03.2011 |
|--|----------------------------|-----------------------------|
| Total Income for the year | 3.71 | 14.03 |
| Depreciation | 3.13 | 2.57 |
| Profit / (Loss) for the year | (5.08) | 8.35 |
| Provision for taxes including Fringe Benefit Tax | - | 0.19 |
| Loss carried to next year | 103.90 | 98.82 |

During the year, the company's operations were marginal. The company incurred an operational loss of Rs.5.08 lacs. The company is exploring various options for complete restructuring of business and shall inform shareholders as soon as the same are finalized.

DIVIDEND

Because of losses your Directors do not recommend any dividend for the year under review.

DIRECTORS

In accordance with the provisions of Section 255 of the Companies Act, 1956 and the Articles of Association of the Company Mr. Ramesh Kumar Aggarwal and Mr. Jawahar Lal retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer them selves for re-appointment. Further the company has received the consent of Mr. Ramesh Kumar Aggarwal and Mr. Jawahar Lal for reappointment. Your Directors recommend their re-appointment.

AUDITOR'S REPORT

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

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.

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 Profit 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, 2012 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 few years mainly due to loss of equipment (hardware and software) damaged in a fire, which occurred in the office in the earlier years. With a view to augment its liquidity requirements so as to pursue business effectively restructuring options are being examined, which entails substantial requirement of funds for which appropriate steps are being taken. The Company is also seeking suitable strategic alliances.

POSTAL BALLOT

In terms of Section 192A of the Companies Act, 1956 read with Postal Ballot Guidelines as amended from time to time, the Company has carried out the process of seeking the approval of Members through Postal Ballot for passing an Ordinary Resolution under Section 293(1) (a) of the Companies Act, 1956 for sale, transfer, assign or otherwise dispose off whole or substantially the whole of the undertaking, properties of the Company for such consideration and at such terms as the Board in their discretion consider beneficial to the Company. The notice for postal ballot was dispatched on 05.11.2011 and the resolution was passed on November 12, 2011 and the regulatory formalities complied with.

LISTING 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. However they are proposing to revive the trading and had come out with an amnesty scheme. 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 all the stake holders during the year under review.

For and on behalf of the Board of Directors

Place : Gurgaon
Dated : 22.07.2012

JAWAHAR LAL
DIRECTOR

ANITA SEHGAL
MANAGING DIRECTOR



REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2011-2012

(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.

PMML's main objective is to follow practices of good corporate governance in order to safeguard the interest of the Company and its stakeholders.

The Company has established a Code of Conduct, which will ensure a standard of professionalism and transparency into the company

2. Board of Directors

The Board of Directors consists of four Directors

(i) Composition and category of Directors is as follows:

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 | Managing Director | Promoter Executive | Profin Lease & Investments Pvt. Ltd. | Share Transfer Committee /Investor Grievance Committee Audit Committee | NIL |
| 2. | Mrs. Rashmi Saxena | Director* | Non Executive (Independent) | NIL | Share Transfer Committee /Investor Grievance Committee / Audit Committee | NIL |
| 3. | Mr. Jagdish Chander Kapoor | Director | Non Executive | Nil | Nil | Nil |
| 4. | Mr. Ramesh Kumar Aggarwal | Director | Non Executive (Independent) | Tulip Vinimay Private Limited Sonear Industries Limited | Audit Committee/ Share Transfer Committee / Investors' Grievance Committee | Share Transfer Committee / Investor Grievance Committee Audit Committee |
| 5. | Mr. Jawahar Lal | Director | Non Executive (Independent) | NIL | Audit Committee / Share Transfer Committee / Investors' Grievance Committee | NIL |

* Resigned from the Board of Directors of the Company with effect from May 1, 2011 and Mr. Jawahar Lal was appointed in her place.

During the year Five Board meetings were held on May 01, 2011, May 02, 2011, July 15, 2011, October 09, 2011 and January 29, 2012.

(ii) 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 (1) (2) | | |
|----------------------------|------------------------|------------------------|---|--------------------------|----------------------------|
| | Board Meeting | Last AGM on 30.09.2011 | Other Directorship (1) | Committee Membership (2) | Committee Chairmanship (3) |
| Mrs. Anita Sehgal | 5 | Present | 1 | 2 | - |
| Mrs. Rashmi Saxena | 2 | Not Present | - | - | - |
| Mr. Jagdish Chander Kapoor | 3 | Not Present | - | - | - |
| Mr. Ramesh Kumar Aggarwal | 5 | Present | 2 | 2 | 2 |
| Mr. Jawahar Lal | 4 | 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 | Director | Executive Promoter Director |
| 3. | Mrs. Rashmi Saxena* | Director* | Non Executive Independent |
| 4. | Mr. Jawahar. Lal** | Director | Non Executive Independent |

Mr. Ramesh.Kumar Aggarwal is a Chartered Accountant with rich banking and corporate experience.

*Mrs. Rashmi Saxena had resigned from directorship with effect from 01.05.2011.

**Mr. Jawahar Lal was appointed on 01.05.2011 in place of Mrs. Rashmi Saxena, who resigned.

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, focussing 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 commence, 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 01 2011, July 15, 2011, October 09, 2011 and January 29, 2012 respectively 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 |
| Mrs Rashmi Saxena* | 1 |
| Mr. Jawahar Lal** | 3 |
| Mrs. Anita Sehgal | 4 |

**Mrs. Rashmi Saxena had resigned from directorship with effect from 01.05.2011.

**Mr. Jawahar Lal was appointed on 01.05.2011 in place of Mrs. Rashmi Saxena.

4. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

A: Composition of Shareholders' / Investors' Grievance Committee

The Shareholders'/ Investors' Grievance Committee comprises of three directors out of which two are non-executive independent directors. The constitution of the Shareholders'/ Investors' Grievance Committee is as follows:-

| | | | |
|----|---------------------|----------|-----------------------------|
| 1. | Mr. R. K. Aggarwal | Chairman | Non Executive Independent |
| 2. | Mrs. Anita Sehgal | Member | Executive Promoter Director |
| 3. | Mrs. Rashmi Saxena* | Member | Non Executive Independent |
| 4. | Mr. Jawahar. Lal** | Member | Non Executive Independent |

**Mrs. Rashmi Saxena had resigned from directorship with effect from 01.05.2011.

**Mr. Jawahar Lal was appointed on 01.05.2011 in place of Mrs. Rashmi Saxena.



B: Shareholders' / Investors' Grievance Committee Meetings and Attendance

During the year the Shareholders' / Investors' Grievance Committee met three times on April 15, 2011, May 30, 2011 and June 15, 2011 and the details of attendance by the Committee Members are as follows:

| Name of Director | No. of Shareholders' / Investors' Grievance Committee Meetings |
|--------------------|--|
| Sh. R. K. Aggarwal | 3 |
| Mrs. Anita Sehgal | 3 |
| Mrs Rashmi Saxena* | 1 |
| Mr. Jawahar Lal** | 2 |

**Mrs. Rashmi Saxena had resigned from directorship with effect from 01.05.2011.

**Mr. Jawahar Lal was appointed on 01.05.2011 in place of Mrs. Rashmi Saxena.

C: INVESTOR COMPLAINTS/PENDING SHARE TRANSFER

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

5. 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 | Mr. R.K. Aggarwal | Mr. Jawahar Lal |
|--|--|--|
| Date of appointment | Reappointed in the Annual General Meeting on 30.09.2011 | Appointed as Additional Director in the Board Meeting held on 01.05.2011 and regularized in the AGM held on 30.09.2011 |
| Expertise in specific functional Areas | Finance & Management | General Management |
| Qualification | Chartered Accountant | Ex serviceman |
| List of Companies in which directorship held on 31.03.2012 | Tulip Vinimay Private Limited Sonear Industries Limited | NIL |
| Chairman/ members of the Committee of the Board as on 31.03.2012 | Audit Committee Share Transfer Committee/ Investor Grievance Committee | Audit Committee Share Transfer Committee/ Investor Grievance Committee |

6. General Body Meeting

Details of last three Annual General Meetings:

| Year | Location | Date & Time |
|-------------|--|--|
| 2008 – 2009 | S-4, JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi | 28 th September, 2009 At 11:30 A.M. |
| 2009 – 2010 | S-4, JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi | 29 th September, 2010 At 11.30 A.M. |
| 2010 – 2011 | S-4, JVTS Gardens, Chattarpur, 'C' Block, Tehsil Mehrauli, New Delhi | 30 th September, 2011 At 10.00 A.M. |

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

(ii) Special Resolution passed in the previous Three AGMs

No Special Resolution was passed in the last three Annual General Meetings.

(iii) Postal Ballot

The Company has not passed any special resolution during the last year through postal ballot. However, during the financial year ended 31st March 2012, the members of the company have passed the Ordinary resolution through postal ballot under section 293(1)(a) of the Companies Act, 1956 for sale, transfer, assign or otherwise dispose off whole or substantially the whole of the undertaking, properties of the Company for such consideration and at such terms as the Board in their discretion consider beneficial to the Company. The resolution was passed with requisite majority.



7. DISCLOSURES

- (i) Disclosures on materially significant related party transaction
 Related party transaction
 None of the transactions with any of the related parties were in conflict with the interest of the company.
- (ii) Details of non-compliance by the company, penalties, and 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.

8. CEO/CFO Certification:

Ms. Anita Sehgal, Managing Director (CEO) has certified to the Board that:-

- (a) She has reviewed financial statements and the cash flow statement for the year and that to the best of her knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable law and regulations.
- (b) There are, to the best of hers knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) 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 be auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which she was aware and the steps she has taken or propose to take to rectify these deficiencies.

9. 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.

10. General Shareholder Information

(i) 22nd Annual General Meeting

- Date and Time : 28th day of September, 2012 at 10.00 a.m.
- Venue : S-4, JVTS Gardens, Chattarpur Extension,
New Delhi - 110074
- Financial Calendar : April 1, 2011 to March 31, 2012
- Date of Book Closure : Monday, 24th September, 2012 to Friday, 28th September, 2012

(ii) 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.

(iii) 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 of the stock exchange.

(iv) Registrar and Transfer Agent

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

(v) Distribution of Shareholding as on 31st March, 2012

| 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 | 2006000 | 100 |

(vi) Shareholding pattern as on 31st March, 2012

| Particulars | No. of Shares held | % of Shareholding |
|--|--------------------|-------------------|
| Promoter Group | 1235700 | 61.60 |
| Financial Institutions, Banks and Insurance Companies | | |
| Bodies Corporates, Trusts & Foundations | 110200 | 5.49 |
| Indian Public | 387100 | 19.30 |
| NRI's and FI's | 273000 | 13.61 |
| TOTAL | 2006000 | 100 |

(vii) Address for correspondence

Pro Fin Money Markets Ltd.
C 2/65, Sushant Lok I
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 Profin Money Markets Limited

Place : Gurgaon
Date : 22.07.2012

Anita Sehgal
Managing Director

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 2012, as 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

Place : New Delhi
Date : 22.07.2012

MONIKA KOHLI
Partner
C.P. NO. 4936



AUDITORS' REPORT

To the Members of **Pro Fin Money Markets Limited**

1. We have audited the attached Balance Sheet of **Pro Fin Money Markets Limited** as at 31st March 2012, the Profit & Loss Account for the year ended on that date and the cash flow statement for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test bases, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimate made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the annexure referred to in paragraph (3) above, 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, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of clause (g) of the Sub Section (1) of Section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 and
 - ii) In case of the Profit & Loss Account, of the Loss for the year ended on that date; and
 - iii) In the case of Cash Flow Statement, of cash flows for the year ended on that date

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

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Dated : 27.05.2012



ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 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.9.20 Lakhs and the year ended balance of loan taken from such party was Rs.9.20 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 applicable 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 incurred a cash loss of Rs. 1.95 lacs during the year. There was no cash loss 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

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Dated : 27.05.2012



BALANCE SHEET AS AT 31ST MARCH 2012

(Amount in Rupees)

| | Note No. | As at 31 March 2012 | As at 31 March 2011 |
|----------------------------------|-------------|------------------------|------------------------|
| I. EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| Share Capital | 1 | 20,060,000 | 20,060,000 |
| Reserves and Surplus | 2 | (6,578,206) | (6,070,057) |
| Non-Current Liabilities | | | |
| Long-term borrowings | 3 | 919,975 | 895,103 |
| Other Long term liabilities | 4 | 213,689 | 213,689 |
| Current Liabilities | | | |
| Other current liabilities | 5 | 57,348 | 16,545 |
| Short-term provisions | 6 | 18,900 | 23,850 |
| Total | | 14,691,706 | 15,139,130 |
| II ASSETS | | | |
| Non-Current Assets | | | |
| Fixed assets | 7 | | |
| - Tangible assets | | 7,942,413 | 8,182,961 |
| Non-Current Investments | 8 | 1,562,500 | 1,562,500 |
| Long-term loans and advances | 9 | 332,900 | 332,900 |
| Other non-current assets | 10 | 885,375 | 885,375 |
| Current Assets | | | |
| Cash and cash equivalents | 11 | 3,522,112 | 4,109,858 |
| Short-term loans and advances | 12 | 395,289 | 42,920 |
| Other current assets | 13 | 51,117 | 22,616 |
| Total | | 14,691,706 | 15,139,130 |

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

For **Profin Money Markets Limited**

As per our Report of even date attached
for **Khanna Gulati & Associates**
Chartered Accountants
FRN No. 012190N

(Anita Sehgal)
Managing Director

(R. K. Aggarwal)
Director

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Date : 27.05.2012



STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2012

(Amount in Rupees)

| | Note No. | For year ended 31 March 2012 | For year ended 31 March 2011 |
|-----------------------------------|----------|------------------------------|------------------------------|
| INCOMES: | | | |
| Revenue from operations | 14 | 52,000 | - |
| Other income | 15 | 319,267 | 1,402,992 |
| Total Revenue | | 371,267 | 1,402,992 |
| EXPENSES: | | | |
| Employee benefits expense | | 64,000 | 55,200 |
| Finance costs | | 4,253 | 6,304 |
| Depreciation | 7 | 313,152 | 257,652 |
| Administrative and Other expenses | 16 | 498,011 | 249,024 |
| Total Expenses | | 879,416 | 568,180 |
| Profit / (Loss) before tax | | (508,149) | 834,812 |
| Tax expense | | | |
| - Current tax | | - | 18,900 |
| Profit (Loss) for the year | | (508,149) | 815,912 |
| Earnings per equity share: | | | |
| - Basic | | (0.25) | 0.41 |
| - Diluted | | (0.25) | 0.41 |

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

For **Profin Money Markets Limited**

As per our Report of even date attached for **Khanna Gulati & Associates** Chartered Accountants FRN No. 012190N

(Anita Sehgal)
Manging Director

(R. K. Aggarwal)
Director

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Date : 27.05.2012



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

(Amount in Rupees)

| Particulars | For year ended 31 March 2012 | For year ended 31 March 2011 |
|---|---------------------------------|---------------------------------|
| 1 CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Profit/ (Loss) before Tax as per Profit and Loss Account | (508,149) | 834,812 |
| Adjustment For: | | |
| Depreciation and Amorisation Expense | 313,152 | 257,652 |
| Operating Profit / (Loss) before Working Capital Changes | (194,997) | 1,092,464 |
| Adjustment For: | | |
| Trade and other Recoverable | (380,870) | (46,704) |
| Trade and other Payables | 35,853 | (32,100) |
| Net Cash from Operating Activities (I) | (540,014) | 1,013,660 |
| 2 CASH FLOW FROM INVESTING ACTIVITIES | | |
| Capital Work in Progress | - | 4,063,750 |
| Sale of Investments | - | 2,500,000 |
| Purchase of Fixed Assets | (72,604) | (5,291,600) |
| Net Cash (used in) / from Investing Activities (II) | (72,604) | 1,272,150 |
| 3 CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Long term borrowings | 24,872 | 90,000 |
| Net Cash (used in) / from Financing Activities (III) | 24,872 | 90,000 |
| Net Increase / (Decrease) in Cash and Cash Equivalents | (587,746) | 2,375,810 |
| Opening Balance of Cash and Cash equivalents | 4,109,858 | 1,734,048 |
| Closing Balance of Cash and Cash equivalents | 3,522,112 | 4,109,858 |

For Profin Money Markets Limited

As per our Report of even date attached
for **Khanna Gulati & Associates**
Chartered Accountants
FRN No. 012190N

(Anita Sehgal)
Manging Director

(R. K. Aggarwal)
Director

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Date : 27.05.2012

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012****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.



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 2012 | | As at 31 March 2011 | |
|--|---------------------|-------------------|---------------------|-------------------|
| | 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 2012 | | As at 31 March 2011 | |
|--|---------------------|--------------|---------------------|--------------|
| | 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 | 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.



| Particulars | (Amounts in Rupees) | |
|--|------------------------|------------------------|
| | As at 31 March 2012 | As at 31 March 2011 |
| NOTE 2: RESERVES & SURPLUS | | |
| Capital Reserves | 3,812,250 | 3,812,250 |
| Surplus | | |
| Opening balance | (9,882,307) | (10,698,219) |
| (+) Net Profit/(Net Loss) For the current year | (508,149) | 815,912 |
| Closing Balance | (10,390,456) | (9,882,307) |
| Total | (6,578,206) | (6,070,057) |
| NOTE 3: LONG TERM BORROWINGS | | |
| <i>Unsecured</i> | | |
| Loans and Advances from Related parties | 919,975 | 895,103 |
| Total | 919,975 | 895,103 |
| NOTE 4: OTHER LONG TERM LIABILITIES | | |
| Others | | |
| - Other Payables | 213,689 | 213,689 |
| Total | 213,689 | 213,689 |
| NOTE 5: OTHER CURRENT LIABILITIES | | |
| Statutory Dues Payable | 4,000 | - |
| Other Payables | 53,348 | 16,545 |
| Total | 57,348 | 16,545 |
| NOTE 6: SHORT-TERM PROVISIONS | | |
| Others | | |
| - Provision for Tax | 18,900.00 | 18,900.00 |
| - Provision for Fringe Benefit Tax | - | 4,950.00 |
| Total | 18,900.00 | 23,850.00 |



NOTE - 7

SCHEDULE OF FIXED ASSETS AS PER CO'S ACT,1956 ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2012

| Sl. No. | Description | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|---------|------------------------|-------------------|--|----------------------|-------------------|------------------|------------------------------------|----------------|------------------|------------------|------------------|
| | | As on 01.04.2011 | Additions/ Adjustments during the year | Sale During The Year | As on 31.03.2012 | As on 01.04.2011 | Provided/ Adjusted During the year | Sale/ Disposal | As on 31.03.2012 | As on 31.03.2012 | As on 31.03.2011 |
| | TANGIBLE ASSETS | | | | | | | | | | |
| 1 | LAND (FREEHOLD) | 2,033,308 | - | - | 2,033,308 | - | - | - | - | 2,033,308 | 2,033,308 |
| 2 | FACTORY BUILDING | 4,113,300 | - | - | 4,113,300 | 138,613 | 198,734 | - | 337,347 | 3,775,953 | 3,974,687 |
| 3 | OFFICE PREMISES | 4,400,001 | 72,604 | - | 4,472,605 | 2,249,035 | 109,816 | - | 2,358,851 | 2,113,754 | 2,150,966 |
| 4 | COMPUTERS | 3,348,179 | - | - | 3,348,179 | 3,347,001 | 471 | - | 3,347,472 | 707 | 1,178 |
| 5 | FURNITURE & FIXTURES | 525,523 | - | - | 525,523 | 502,700 | 4,131 | - | 506,831 | 18,692 | 22,823 |
| 6 | CYCLE | 831 | - | - | 831 | 831 | - | - | 831 | - | - |
| | TOTAL | 14,421,142 | 72,604 | - | 14,493,746 | 6,238,180 | 313,152 | - | 6,551,332 | 7,942,413 | 8,182,961 |
| | PREVIOUS YEAR | 14,184,089 | 101,618 | 1,092,415 | 13,193,292 | 6,565,477 | 130,306 | 735,255 | 5,980,528 | 7,212,763 | 7,598,611 |



| Particulars | (Amounts in Rupees) | |
|--|------------------------|------------------------|
| | As at 31 March 2012 | As at 31 March 2011 |
| NOTE 8: NON CURRENT INVESTMENTS | | |
| Other Than Trade (At Cost) | | |
| <i>Quoted</i> | | |
| Relaince Capital Limited (500 Equity Share (previous year 500) @ Rs.10/- each) | 50,000 | 50,000 |
| <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 | 1,562,500 | 1,562,500 |
| Aggregate Market Value of the Quoted Investment as on 31st March 2012 : Rs.195,925 (previous year: Rs.290,675) | | |
| NOTE 9: LONG TERM LOANS AND ADVANCES (Unsecured and Considered Goods) | | |
| Security Deposits | 332,900 | 332,900 |
| Total | 332,900 | 332,900 |
| NOTE 10: OTHER NON CURRENT ASSETS | | |
| Trade Recievables | 885,375 | 885,375 |
| Total | 885,375 | 885,375 |
| NOTE 11: CASH AND CASH-EQUIVALENTS | | |
| Balances with Schedule Bank | | |
| - In Current Account | 10,538 | 4,098,185 |
| - In Deposit Account | 3,500,000 | - |
| Cash on hand (<i>as certified by the management</i>) | 11,574 | 11,673 |
| Total | 3,522,112 | 4,109,858 |
| NOTE 12: SHORT TERM LOANS AND ADVANCES (Unsecured and Considered goods) | | |
| Advances Recvoerable in Cash or kind (to the extent recoverable) | 98,293 | 42,920 |
| Accrued Interest on Fixed Deposits with Bank | 296,996 | - |
| Total | 395,289 | 42,920 |
| NOTE 13: OTHER CURRENT ASSETS | | |
| Income Tax paid | 51,117 | 22,616 |
| Total | 51,117 | 22,616 |



| Particulars | (Amounts in Rupees) | |
|--|------------------------|------------------------|
| | As at 31 March 2012 | As at 31 March 2011 |
| NOTE 14: REVENUE FROM OPERATIONS | | |
| Consultancy Income | 52,000 | - |
| Total | 52,000 | - |
| NOTE 15: OTHER INCOME | | |
| Dividend Income | 4,220 | 4,220 |
| Interest Income | 314,547 | 18,919 |
| Profit on Sale of Investments | - | 1,354,570 |
| Other Income | 500 | 25,283 |
| Total | 319,267 | 1,402,992 |
| NOTE 16: ADMINISTRATIVE AND OTHER EXPENSES | | |
| Auditors Remuneration | 28,090 | 16,545 |
| Communication Expenses | 5,886 | 5,885 |
| Electricity and Water Charges | 2,000 | 48,000 |
| Filing Fee | 5,000 | 3,500 |
| Listing Fee | 13,758 | 11,187 |
| Meeting Expenses | 9,650 | 8,500 |
| Membership and Subscriptions | - | 10,000 |
| Miscellaneous expenses | 500 | 44,448 |
| Printing and Stationery | 43,416 | 40,933 |
| Professional Charges | 52,000 | 34,700 |
| Office Repair and Maintenance | 9,375 | 20,500 |
| Rates and Taxes | 9,813 | 4,826 |
| Loss on trading in Future Contracts | 318,523 | - |
| Total | 498,011 | 249,024 |
| 17) 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. | | |
| 18) <u>Auditors Remuneration</u> Audit and other Fees (including Service Tax) Audit Fees 28,090 | | |
| 19) Balance's of Sundry Creditors and Sundry Debtors have been shown as appearing in the accounts are pending confirmations from the respective parties. | | |
| 20) 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. | | |
| 21) 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. | | |

**22) 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 45,713/-
- c) **Balance at the end of the year**
- i) Key Management Personnel & their relatives
Unsecured Loan 919,975/-

23) Earning per share**(Amounts in Rupees)**

| Particulars | As at | |
|---|---------------|---------------|
| | 31 March 2012 | 31 March 2011 |
| Profit (Loss) after Tax | (508,149) | 815,912 |
| Weighted Average No. of Equity Shares outstanding | 2,006,000 | 2,006,000 |
| Basic and diluted Earning (Loss) per share | (0.25) | 0.41 |

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

24) **Contingent Liabilities** The Company has not provided any amount and has appealed with National Commission Consumer forum against the order of the state commission consumer protection which has passed an order against the company in respect of a complaint for an amount of Rs.9.20 Lacs (Approx.) and as per the directions given by the national commission consumer forum, the company has deposited a sum of Rs.200,000/- vide a demand draft dated 12/05/2009.

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

26) 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

27) Income Tax Department has filed a suit against the Company in the High Court for the A/Y 1996-97.

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

For **Profin Money Markets Limited**

for **Khanna Gulati & Associates**
Chartered Accountants
FRN No. 012190N

(Anita Sehgal)
Manging Director

(R. K. Aggarwal)
Director

(Rohit Khanna)
Partner
Membership No. 084878

Place : New Delhi
Date : 27.05.2012

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 Pro Fin Money Markets Limited, hereby appoint Miss/Mrs./Mr.....
of.....in district of.....of failing him/her
.....as my/our proxy to vote for me/us, one my/our behalf at the 22nd Annual General Meeting, to be held on 28th September, 2012 at 10.00 A.M. at S-4, JVTS Garden, Chattarpur Extention, New Delhi - 110 074 and at any adjournment thereof.

Signed this.....day of.....2011

Signature of the Shareholders

Affix
Re. 1/-
Revenue
Stamps

- 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

22ND ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

I hereby record my presence at the 22nd Annual General Meeting held on 28th September, 2012 at 10.00 A.M. at S-4, JVTS Garden, Chattarpur Extention, New Delhi - 110 074.

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.



22ND ANNUAL REPORT 2011 - 2012

Board of Directors

Anita Sehgal
Jawahar Lal
Jagdish Chander Kapoor
R. K. Aggarwal

Auditors

M/s Khanna Gulati & Associates
Chartered Accountants

Bankers :

Punjab National Bank

Registered Office :

S-4, JVTS Gardens,
Chattarpur Extension,
New Delhi - 110 074

Branch Office :

C-2/65, Sushant Lok,
Phase-I, Gurgaon, Haryana

470, Udyog Vihar, Phase - V,
Gurgaon (Haryana)

202, Nidhi House, B-2/1B,
Safdarjung Enclave,
New Delhi - 110 029

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Gurgaon - 122002 Haryana

22ND
ANNUAL REPORT
2011- 2012



Profin Money Markets Limited