

Greencrest

Financial Services Ltd.

22nd Annual Report 2013-2014



GREENCREST FINANCIAL SERVICES LIMITED

(Formerly Known as MARIGOLD GLASS INDUSTRIES LIMITED)

BOARD OF DIRECTORS

Aditya Parakh	Managing Director
Sunil Parakh	Non - Executive Director
Shree Niwas Singhee	Independent Director
Dhirendra Kr. Sahani	Independent Director

COMPLIANCE OFFICER

Mr. Biswanath Roychowdhury

AUDITORS

M/s. B. S. Kedia & Co.
Chartered Accountant

BANKERS

ICICI Bank Ltd
HDFC Bank Ltd.

Corporate Identification No.

L65921WB1993PLC057785

REGISTERED OFFICE

8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

**REGISTRAR &
SHARE TRANSFER AGENT**

ABS Consultants Pvt. Ltd.
99, Stephen House, 6th Floor
4, B.B.D. Bag (East), Kolkata-700 001

ANNUAL GENERAL MEETING

Date : 26th September, 2014
Time : 2.00 P.M.
Venue : 8, Ganesh Chandra Avenue
Saha Court, 1st Floor, Kolkata-700 013

*22nd
Annual
Report
2013 - 2014*

C O N T E N T S

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Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **GREENCREST FINANCIAL SERVICES LIMITED** will be held on Friday, 26th September, 2014 at 2.00 P.M. at 8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata-700 013 to transact following business as:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2014.
2. To appoint Director in place of Mr. Sunil Parakh (DIN : 01008503), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN-317159E), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 22nd Annual General Meeting up to the conclusion of the 27th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :

4. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT** Pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shree Niwas Singhee (DIN: 00459722) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 1st April 2014 up to 31st March 2019.”

5. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“**RESOLVED THAT** Pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dharendra Kr. Sahani (DIN: 02942682) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 1st April 2014 up to 31st March 2019.”

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Member and the Share Transfer Books of the Company will remain closed from 19th September 2014 to 26th September 2014 (both days inclusive).
5. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
6. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id greencrestfin@gmail.com for quick and prompt redressal of their grievances.
7. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
8. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the competent authorities to the Annual General Meeting.
9. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
10. Members are requested to intimate change in their address immediately to ABS Consultants Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001.
11. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s ABS Consultants Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you're the quarterly reports and other communication via email.
15. Copies of Annual Report 2014 are being sent by electronic mode only to all the members whose

email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2014 are being sent by the permitted mode.

16. The Notice for the 22nd AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.
17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
18. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. August 29, 2014.**
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members facility to exercise their votes at the 22nd AGM by electronic means and the business may be transacted through e-voting as per details below:-
 - a) Date and time of commencement of voting through electronic means: **Wednesday, September 17, 2014 at 9.30 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Friday, September 19, 2014 at 5.30 p. m.**
 - c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **August 29, 2014**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - d) Details of Website: www.evotingindia.com
 - e) Details of Scrutinizer: Gayatri Bhide, Practising Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.
 - f) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.**
20. **The instructions for Members for e-voting are as under:**

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

 - i Log on to the e-voting website www.evotingindia.com during the voting period
 - ii Click on "Shareholders" tab
 - iii Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "GREENCREST FINANCIAL SERVICES LIMITED" from the drop down menu and click on "SUBMIT".

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v Next enter the Image Verification as displayed and Click on Login.
 - vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii If you are a first time user please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
 - viii After entering these details appropriately, click on “SUBMIT” tab.
 - ix Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - x For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi Click on the EVSN for GREENCREST FINANCIAL SERVICES LIMITED on which you choose to vote.
 - xii On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xiv After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvi You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

21. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Bhide, Scrutinizer, C/o ABS Consultants Private Limited, Unit: Greencrest Financial Services Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Tel. No: +91 33-2220 1043, Fax No : +91 33- 2243 0153, E-mail : absconsultant@vsnl.net so as to reach him on or before September 22, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
22. In light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.
23.
 - (i) Members who have registered their e-mail addresses with the depositories or with the Company's RTA are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier/ Post.
 - (ii) Members can request for a Ballot Form at ABS Consultants Private Limited, Unit: Greencrest Financial Services Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 or they may also address their request through e-mail to: absconsultant@vsnl.net. Contact no +91 33-2220 1043.
 - (iii) In case of voting by physical ballot, the institutional members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before 5.30 p.m. on Monday, September 22, 2014.
 - (iv) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM and communicated to the stock exchange.

24. The shareholders can also access the Annual Report 2013-14 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.greencrestfin.com or on Stock Exchange websites, which is www.bseindia.com.
25. Additional Information pursuant to Clause 49 of Listing Agreement with Stock Exchanges in respect of the Directors seeking appointments at the AGM, are furnished and forms a part of Notice. The Directors have furnished the requisite consents / declarations for their appointment.
26. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
27. Members are requested to quote Folio Number/DP ID & Client ID in their correspondence.
28. The Equity shares of the Company are listed on BSE Limited and Calcutta Stock Exchange Association Ltd. and Listing Fees for the financial year 2013-2014 have been paid to both the Exchanges.

Kolkata, May 29, 2014

By order of the Board
For GREENCREST FINANCIAL SERVICES LIMITED

Registered Office :
8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

ADITYA PARAKH
DIN : 00459679
Managing Director

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

The Board has appointed Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani as Independent Directors of the Company pursuant to Clause 49 of the Listing Agreement.

In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 that have come into effect from 1 April 2014 and subsequent notification by the Ministry of Corporate Affairs vide its General circular no.14/2014 dated 9 June 2014, the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies Act, 2013 before 31 March 2015. Further, pursuant to the above provisions, the term of such Independent Directors is not liable to determination by rotation.

Accordingly, it is proposed to appoint Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office as under:

NAME	NO. OF YEARS	TERM
Mr. Shree Niwas Singhee	5 Years	From 1st April 2014 up to 31st March 2019
Mr. Dhirendra Sahani	5 Years	From 1st April 2014 up to 31st March 2019

The Appointments may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The Company has received both from Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Directors for the office of Directors of the Company.

In the opinion of the Board, both Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointments of both Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani are available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Both Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani are interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice with regard to their respective appointment.

The relatives of both Mr. Shree Niwas Singhee & Mr. Dhirendra Sahani may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item Nos. 4 & 5 of the Notice for approval of the members.

Details of Director seeking re-appointment in the 22nd Annual General Meeting on 26th September 2014 (in term of Clause 49 of the Listing Agreement)

Sunil Parakh	
Fathers' Name	Umraw Singh Parakh
Date of Birth	23rd August 1963
Date of Appointment	28th March 2011
Expertise in specific functional areas	Rich Experience in team building, strategic planning, and Investor Relationship Management. Expertise in Accounting and Taxation areas.
Years of Experience	23 Years
Qualifications	B. Sc.
List of outside Directorship held in other Public Limited Cos.	None
Member of Committee on the Board	None
Member/Chairman of Committee in other Companies	None
No. of Shares held in own name or in the name of Relatives	Nil in own name and 1,78,500 Shares or 0.49% of Paid-up Capital in the name of Relatives.

Kolkata, May 29, 2014

Registered Office :

8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

By order of the Board
For GREENCREST FINANCIAL SERVICES LIMITED

ADITYA PARAKH
DIN : 00459679
Managing Director

Directors' Report

To The Members,

Your Directors have pleasure in presenting the 22nd Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2014.

(₹ in Lac)

Financial Results	Year Ended 31.03.2014	Year Ended 31.03.2013
Sales & Other Income	1960.57	2158.08
Profit before Tax & extraordinary item	100.49	45.47
Less : Provision for Taxation	30.71	14.05
Profit after Tax	69.78	31.42
Less : Transfer to General Reserves	13.89	0.00
Profit available for Appropriation	55.89	31.42
Add: Profit/(Loss) brought forward from Previous Year	(20.03)	(51.45)
Balance of Profit / (Loss) carried forward	35.86	(20.03)

OVERVIEW OF ECONOMY

A survey by global consultancy firm Ernst & Young (E&Y) sees India as the world's most attractive investment destination. With the opening up of foreign direct investment (FDI) in several sectors, India is today an eye-catching destination for overseas investors. The relaxation of norms by the government has created a vast opportunity for foreign players, who are competing for a greater role in the Indian market. Sectors projected to do well in the coming years include automotive, technology, life sciences and consumer products.

India has also become a hotbed for research and development (R&D) and the country is now a preferred destination for automotive R&D, as per a study on the Global Top 500 R&D spenders by globalization advisory and market expansion firm, Zinnov. The study noted that there was strong potential for growth in areas such as engineering analytics and that significant talent could be found in 'Deccan Triangle' region, which encompasses Pune, Bangalore and Hyderabad.

The World Bank has projected an economic growth rate of 5.7 per cent in FY15 for India, due to a more competitive exchange rate and several significant investments going forward.

India is the third biggest economy in the world in terms of purchasing power parity (PPP), according to a World Bank report. The country was ranked 10th in the previous survey conducted in 2005.

The stakes held by foreign institutional investors (FII) in Indian companies touched a record high in the fourth quarter of FY 14. The estimated value of FII holdings in India stands at US\$ 279 billion.

OVERALL PERFORMANCE & OUTLOOK

During the year, the Company has earned an operational profit of ₹ 100.49 Lac in comparison to last years' profit of ₹ 45.47 Lac. Profit after Tax remains at ₹ 69.78 Lac in comparison to last financial year in which the Company has earned a Net Profit of ₹ 31.42 Lac.

The Company is one of the NBFC Company and is into the Business of Financial Services and also doing Investment activities in Shares & Securities.

The outlook for the current year is challenging mainly due to sluggish economy. However, your Company expects to grow despite the adverse environment due to its commitment to clients of the Company.

DIVIDEND

Due to lack of appropriate reserves / profit and looking to the future challenges, Your Directors do not recommend any Dividend for the year under review.

SUBSIDIARY COMPANY

The Company does not have any Subsidiary Company.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

There is no change in composition of Board during the Financial Year under review.

In accordance with the provisions of Act and Articles of Association of your Company, Mr. Sunil Parakh, Director of your Company, retires by rotation and is due for election at the ensuing Annual General Meeting. Mr. Sunil Parakh, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

The Board recommends the appointment of Mr. Sunil Parakh pursuant to the applicable provisions of the Act. The resolutions seeking your approval on this item along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2008 the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2014, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted 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;

3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors had prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

The Company being a NBFC Company and is doing the business in Capital & Money Market, requirement regarding and disclosures of particulars of Conservation of Energy and Technology Absorption prescribed by the rule is not applicable to us.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in Information Technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has invested its money for acquiring latest Computer hardware and software.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

The Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata who are Statutory Auditors of the Company and holds the office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company from the conclusion of the 22nd Annual General Meeting up to the conclusion of the 27th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation from M/s. B. S. Kedia & Co.; that their appointment, if made, would be in conformity with the limits specified in the said Section.

COMMENTS ON AUDITOR'S REPORT :

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956

The Company is having the business of Investing in Securities Market as well as to lend money to Corporate and HNIs; hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be **NIL**.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the BSE Limited & Calcutta Stock Exchange Association Ltd. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, May 29, 2014

By order of the Board
For GREENCREST FINANCIAL SERVICES LIMITED

Registered Office :

8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

ADITYA PARAKH
DIN : 00459679
Managing Director

Management Discussion & Analysis

MACRO ECONOMIC ENVIRONMENT

In the recent past, the Indian economy has had to overcome varied challenges in its resolve to sustain its economic success. The major challenges included: unresponsive external environment, domestic structural constraints, growth slowdown and inflationary pressures. The slowdown manifested in the decline in the growth of Gross Domestic Product (at factor cost at constant 2004-05 prices) from 8.9 per cent in 2010-11 to 6.7 per cent in 2011-12 and 4.5 per cent in 2012-13. With the economy projected to have registered a growth rate of 4.9 per cent in 2013-14, the declining trend in growth seems to have reversed. The growth slowdown in India is broadly in sync with trends in similar emerging economies. The sharp downturn in growth owes to the interface of domestic factors with the global economic environment of uncertainties and slow growth in many advanced economies. The growth of real GDP has generally shown a declining trend since the first quarter (Q1) of 2011-12, and is characterized by a moderation in services growth and a protracted slowdown in industry. The revival in agriculture on the back of a steady monsoon and robust growth in financial and business services led to a modest uptick in growth in 2013-14.

The policy response of the Government to the present growth slowdown has been in the form of structural reforms aimed at reducing entry-barriers and boosting competition and productivity in various sectors; fiscal consolidation and reforms in administered prices; further strengthening of financial/banking sectors; introduction of instruments to encourage financial savings of households; measures to restart the investment cycle through support to infrastructure financing and encouragement to micro, small and medium enterprises (MSMEs); steps to revive growth in manufacturing and reforms in energy pricing. These policies have gone hand-in-hand with macroeconomic stabilization that has had to balance the concerns of inflation and growth recovery, while managing a volatile external situation characterized by a sharp depreciation of the Rupee witnessed till the second quarter (Q2) of 2013-14.

The monetary policy stance of the Reserve Bank of India has been driven by the imperatives of keeping inflation in check and supporting growth revival while managing a complex external economic situation. With moderation in overall headline inflation, as per the Wholesale Price Index (WPI), during 2012-13 and during the first two quarters of 2013-14, there was a reduction in the repo rate by 25 basis points in May 2013. Headline WPI inflation averaged 6.16 per cent during 2013-14 (April-December) as compared to 7.56 per cent in the corresponding period of the previous year. Despite easing, the level of inflation is high, especially in terms of consumer price indices.

In the face of growing uncertainties in global financial conditions, monetary easing was paused in June 2013. However, there has been significant improvement in the external situation. With acceleration in the growth of exports and decline in imports, the trade deficit for 2013-14 (April-December) has narrowed considerably. Reduction in the trade deficit, complemented by a rise in net invisibles receipts, resulted in significant reduction in the current account deficit (CAD) in the first half (H1) of 2013-14. In response to these developments, and due to steps undertaken to moderate the CAD, the exchange rate, that breached the level of 68 per US\$ in August 2013, recovered to 61.16 per US\$ on October 11, 2013. The exchange rate of the rupee averaged 61.91 per US\$ in December 2013.

On the fiscal front, the slowdown in growth affected tax collections and receipts from disinvestment of Public Sector Undertakings. However, the Government is on track to achieve the fiscal deficit to GDP target envisaged for 2013-14

REVIEW OF OPERATIONS

During the Financial Year 2013-2014, the Company has earned an operational profit of ₹ 100.49 Lac in comparison to last years' profit of ₹ 45.47 Lac. Profit after Tax remains at ₹ 69.78 in comparison to last

years' Profit of ₹ 31.42 Lac.

During the year, the Company has earned an Interest income of ₹ 172.48 Lac and has suffered a loss of ₹ 52.93 Lac from investment activities in Capital Market. Further the Company has received Dividend Income of ₹ 1.27 Lac from its Investment activities.

BUSINESS SEGMENT

During the year, the Company was into the business of Investment in Capital Market and into Financial Services i.e. NBFC Business in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

The Indian money market is "a market for short-term and Long term funds with maturity ranging from overnight to one year and includes financial instruments that are deemed to be close substitutes of money. It is diversified and has evolved through many stages, from the conventional platform of treasury bills and call money to commercial paper, certificates of deposit, repos, FRAs and IRS more recently.

The Indian money market consists of diverse sub-markets, each dealing in a particular type of short-term credit. The money market fulfills the borrowing and investment requirements of providers and users of short-term funds, and balances the demand for and supply of short-term funds by providing an equilibrium mechanism.

Despite the recent headwinds India has faced, its fundamentals remain solid. The economy is slowly regaining momentum, with both domestic and external conditions starting to improve. Favorable demographics and recent government reforms are expected to accelerate expansion over the medium term, making India the world's fifth-fastest growing economy by 2015. Recent reforms in support of growth include the raised FDI ceilings for the retail, airline, telecoms, financial and defense sectors. To support future growth, the Government should focus on infrastructure investment and increased efficiency in delivery mechanisms. The monetary policy might remain tight in the near future, triggered by the US Federal Reserve's remarks in May about potentially scaling back its quantitative easing program. Consequently, to support the rupee, the Central Bank has announced a window in which foreign currency non-resident US dollar fund swaps will be allowed, enabling banks to convert US dollar deposits by Indians abroad. India saw tepid GDP growth in 2012, as it grappled with a challenging investment climate. Recently, the economy has been hampered by high fiscal deficit and low investment growth. The Government aims to bring down the fiscal deficit from 4.9% in 2012–13, to 3% by 2016–17.

In 2013, equity markets remained tame due to slowing economy, bonds lost value as interest rates rose and physical assets such as real estate and gold also started feeling the effect of economic slowdown.

THREATS & CONCERNS

While the initial economic boom was fuelled by capital inflows, the massive credit expansion to companies and households it produced has created asset bubbles in real estate and construction. And with credit expanding at 15% annually, loan growth is outstripping internal capital generation.

Now the economy is slowing, the rupee weaker and infrastructure projects for which banks have made large loans are stalled, bad debts are beginning to build up. While the country's NPL ratio grew to around 4.2% in the year to March, restructured assets are rising faster. According to Fitch, combined bad and restructured debts will account for 12% of loans by the end of 2013-14 as banks use restructuring to avoid classifying loans that have gone bad as non-performing.

India's negative real interest rates also create fertile ground for shadow banking, which can offer much better returns for depositors.

Systemic risk is injected into the equation not only because shadow financing has gone into risky real estate and speculative investments but that it is closely bound up with formal banks. Loans make up a substantial and rising proportion of NBFCs' liabilities, exposing banks and other formal financial institutions to risk of losses in the event of failure in the economy, and the risk of a credit squeeze.

However, that is just known lending. Alongside the banks and finance companies exists a vast informal shadow financing sector serving SMEs, entrepreneurs, small investors and India's vast numbers of urban and rural poor with no access to banking services. The informal sector consists of a range of networks, some legal and some illegal, from badla financiers – a type of market maker – commodity trade financiers, and gold saving and loan companies to pawn brokers, chit funds and money lenders. As much as 40% of lending in rural areas comes from the informal sector, according to estimates.

RISK MANAGEMENT

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company.

The Company's business critical software is operated on a server with regular maintenance and back-up of data. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company and carried out elaborate checks and verification and shared their findings with top management for remediation of minor gaps wherever required.

HUMAN RESOURCE DEVELOPMENT

Human resources development is given high weightage and Company employs the best HR practices to ensure a healthy and motivating work environment for its employees. Employee skills are constantly upgraded and honed by providing training suiting to individual requirements. Besides, in-house lectures and workshops are also conducted on a regular basis to stimulate healthy exchange of ideas.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under “Management Discussion & Analysis” describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Kolkata, May 29, 2014

By order of the Board
For GREENCREST FINANCIAL SERVICES LIMITED

Registered Office :

8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

ADITYA PARAKH
DIN : 00459679
Managing Director

Annexure to the Directors' Report

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

The goal is achieved through –

- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Greencrest Financial Services Ltd. (GFSL) is as under :-

1. **Board of Directors :** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board :** The Board has constituted the following committees viz. Audit Committee, Share Transfer Committee and Investors' Grievance Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other.

The Board of Directors met 6 times on 2nd May, 30th May, 24th June, 12th August and 7th November in year 2013 and on 12th February in the year 2014 during the financial year 2013-2014.

The composition and category of the Board of Directors as at March 31, 2014, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	DIN	Date of Joining	Board Meetings Attended	Whether AGM Attended	Committee Membership in other Public Ltd. Cos.	Committee Chairman-ship in other Public Ltd. Cos.	No. of Directorship in other Public Ltd. Cos.
Aditya Parakh*	Managing Director	00459679	4th Oct. 2002	6	Yes	4	2	2
Sunil Parakh	Non-Executive Director	01008503	28th March 2011	6	Yes	Nil	Nil	Nil
Shree Niwas Singhee	Independent Director	00459722	9th Jan. 2007	6	Yes	Nil	Nil	Nil
Dhirendra Kr. Sahani	Independent Director	02942682	26th May 2011	6	Yes	2	1	1

*Chairman of the Board

AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors and the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

The primary purpose of the Audit Committee is to assist the Board of Directors (the “Board”) of Greencrest Financial Services Ltd., (the “Company”) in fulfilling its oversight responsibilities with respect to (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others, (b) the Company's compliances with legal and regulatory requirements, (c) the Company's independent auditors' qualification and independence, (d) the audit of the Company's Financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference of Audit Committee

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting System, internal control system, discussion on quarterly, half-yearly and annual financial results, interaction with Statutory & Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and fixing their remuneration, appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions & Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of Clause 49 of the Listing Agreement. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Additionally, the following terms of reference were issued to the Audit Committee by the Board of Directors:

- a) to consider and recommend to the Board the investment guidelines for Capital and Money Market operations;
- b) to review the Annual Budget;
- c) to take note of the significant decisions taken or important developments considered at the Management
- d) Committee/Working Board Meetings; and
- e) to carry out any other duties that may be delegated to the Audit Committee by the Board of Directors from time-to-time.

Authority and Responsibilities

The Audit Committee has power to investigate any activity within its terms of reference, call upon any of the Employees of the Company, to obtain outside legal or other professional advice as and when the same is being required and to secure attendance of outsiders with relevant expertise, if it considers necessary.

Following are the Role of Audit Committee –

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the above, Audit Committee reviews the followings :

- i Management discussion and analysis of financial condition and results of operations;
- ii Statement of significant related party transactions submitted by management;
- iii Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
- iv Internal audit reports relating to internal control weaknesses;
- v The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The members of Audit Committee met four times on 30th May, 12th August and 7th November in year 2013 and on 12th February in the year 2014 during the financial year 2013-2014.

Name	Number of Meetings Held	Meetings Attended
Mr. Aditya Parakh	4	4
Mr. Shree Niwas Singhee	4	4
Mr. Dharendra Kr. Sahani*	4	4

*Chairman of Committee

REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided.

Details of Remuneration paid to Directors

The payment of salary to Managing Director was ₹ Nil during the financial year 2013-2014.

The payment of Directors' sitting Fees for attending Meetings was ₹ Nil during the year 2013-2014

No Stock option has been allotted to any of the Directors during the financial year 2013-2014.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

SHARE TRANSFER COMMITTEE

The Board of Directors has constituted Share Transfer Committee under the Chairmanship of Mr. Aditya Parakh; Chairman with two other Independent Directors.

The members of Share Transfer Committee met 4 times on 29th May, 13th August, and 8th November in year 2013 and on 14th February in the year 2014 during the financial year 2013-2014.

Name	Number of Meetings Held	Meetings Attended
Mr. Aditya Parakh*	4	4
Mr. Shree Niwas Singhee	4	4
Mr. Dharendra Kr. Sahani	4	4

*Chairman of Committee

INVESTOR GRIEVANCE COMMITTEE

The Board of Greencrest Financial Services Limited has constituted a Committee of Directors, which inter-alia also functions as “Shareholders/Investors” Grievance Committee, consisting of three members, chaired by a Non-Executive, Independent Director. The Committee meets once a month and inter-alia, deals with various matter relating to:

- Transfer/transmission/transposition of shares;
- Consolidation/splitting of shares/folios;
- Issue of Share Certificates for lost, sub-divided, consolidated, rematerialize, defaced etc;
- Review of Shares dematerialized and all other related matters; and
- Investors' grievances and redressal mechanism and recommend measures to improve the level of Investor Services.

The Share Department of the Company and the Registrar and Share Transfer Agent, ABS Consultants Pvt. Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Shareholders'/Grievances Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

COMPLIANCE OFFICER

The Company has appointed Mr. Biswanath Roychowdhury as a Compliance Officer within the meaning of Listing Agreement.

COMPOSITION OF COMMITTEE AND MEETINGS ATTENDED

During the year, twelve meetings of the Committee of Directors were held on April 2, May 2, June 4, July 2, August 1, September 3, October 1, November 1 and December 3 in year 2013 and on January 2, February 1 and March 1 in year 2014.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Shree Niwas Singhee*	Chairman	Independent, Non-Executive	12
Mr. Aditya Parakh	Member	Executive – Wholetime	12
Mr. Dharendra Kr. Sahani	Member	Independent, Non-Executive	12

*Chairman of Committee

DETAILS OF SHAREHOLDERS' COMPLAINTS

There was Nil Complaint at the beginning of Financial Year, and the Company did not receive any complaint from any of its Members and thus there were Nil Complaints at the end of Financial Year ending on 31st March 2014.

Further, as required under Clause 47C of the Listing Agreement, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email ID under Clause 47(f) of Listing Agreement and the same is greencrestfin@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES section on SEBI website for faster addressing and resolutions of Investor Complaints.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
21st Annual General Meeting	18th July 2013, 1.00 PM	8, Ganesh Chandra Avenue 1st Floor, Kolkata-700 013
20th Annual General Meeting	28th September 2013, 1.00 PM	8, Ganesh Chandra Avenue 1st Floor, Kolkata-700 013
19th Annual General Meeting	30th September 2013, 2.00 PM	8, Ganesh Chandra Avenue 1st Floor, Kolkata-700 013

LOCATION AND TIME OF LAST THREE EXTRA-ORDINARY GENERAL MEETINGS:

During the Year, an Extra-Ordinary General Meeting (EOGM) was held on 26th May 2014 seeking Members approval for sub-division in face value of Equity Shares from ₹ 10/- to ₹ 1/-.

An Extra-Ordinary General Meeting (EOGM) was held on 3rd September 2012 seeking shareholders approval for increase in Authorized Capital from ₹ 5.50 Crore to ₹ 25.50 Crore, to alter its Memorandum & Articles of Association for updating its' Capital Clause and to raise further capital by way of Issue of Shares in Preferential basis to Non-Promoters group. This EOGM has also facilitated the Company to issue and allot up to 2.00 Crore Equity Shares on Preferential basis at a price of ₹ 12/- per Equity Shares.

Another Extra-Ordinary General Meeting (EOGM) was held on 8th January 2013 seeking shareholders approval for increase in Authorized Capital from ₹ 25.50 Crore to ₹ 45.50 Crore, to alter its Memorandum & Articles of Association for updating its' Capital Clause and to raise further capital by way of Issue of

Shares in Preferential basis to Non-Promoters group. This EOGM has also facilitated the Company to issue and allot up to 2.00 Crore Equity Shares on Preferential basis at a price of ₹ 12/- per Equity Shares.

No Extra-Ordinary General Meetings were held during remaining financial year.

POSTAL BALLOT

No Resolution has been passed during last three financial years through Postal Ballot Rules.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

The Company has transacted following businesses by way of Passing Special Resolutions in Last Annual General Meeting –

- To Change the name of the Company
- To alter Name Clause of the Memorandum of Association
- To alter Name Clause of the Articles of Association

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during financial year 2014-2015.

Disclosure on materially significant related parties transactions that may have potential conflict of interests of the Company at large

There are no materially significant related party transactions made by the Company with its Promoters, their subsidiaries, Directors, Senior Management or relatives etc., which may have potential conflict with the interest of the Company at large.

Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards referred to in Section 211(3)(c) of the Companies Act, 1956. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the followings :-

- Governance of Risk
- Identification of Risk
- Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer makes a presentation on risk management to the Board of Directors and to the Audit Committee on periodic basis or as and when the same is being required. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

Insider Trading

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading.

Pursuant to the above requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a 'Code of Conduct' for Prevention of Insider Trading (The Code) with effect from October 1, 2002. The Code is applicable to all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Compliance Officer has been appointed for monitoring adherence to the said Regulations.

DISCLOSURES

- (a) There were no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large. The details of the related Party transactions are disclosed under the notes on accounts, as required under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (d) **Reconciliation of Share Capital Audit:** A qualified Practicing Company Secretary carried out Reconciliation of Share Capital on quarterly basis to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The "Reconciliation of Share Capital Audit Report" confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure 1D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) None of the Independent Directors on the Board of the Company has served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) The Company has not setup Compensation and Remuneration Committee.
- c) There was no case of Non-Compliance during financial year 2013-2014 in term of provisions of Listing Agreement entered into with BSE/CSE by the Company. Further, no penalties have been levied or actions have been taken by BSE/CSE or SEBI during last three years except payment of Re-instatement Fees to BSE for revocation of suspension from trading in Equity Shares.
- d) The Company has complied with mandatory provisions of listing agreement.
- e) The financial statements of the Company are unqualified.
- f) The Company has adopted the Whistle Blower Policy and appointed on ombudsperson. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee.

MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to Bombay Stock Exchange Ltd. and published in the leading English Newspapers and in vernacular language Newspaper.
- Company posts its Quarterly Results/Half Yearly/Nine Months & Annual Results on its website www.mgil.in.
- Official News releases have been posted on its web portal www.greencrestfin.com.
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report is available on its website www.greencrestfin.com and also on BSE website www.bseindia.com. Further, if Investor is desirous of getting physical copy of Annual Report, Investor can send their request to M/s. ABS Consultants Pvt. Ltd., Registrar & Share Transfer Agent, by sending request letter or by sending email to them.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section “Shareholders Information” which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding 22nd Annual General Meeting for the financial year ended on 31st March 2014 is as follows :-

Day & Date : Friday, 26th September 2014
 Time : 2.00 P.M.
 Venue : 8, Ganesh Chandra Avenue,
 Saha Court, 1st Floor, Kolkata-700 013

b. Financial Year : 1st April to 31st March

c. Future Calendar :

Subject Matter	Date
Financial Reporting of 1st Quarter ended on 30th June 2014	Mid of August, 2014
Financial Reporting of 2nd Quarter ended on 30th September 2014	Mid of November, 2014
Financial Reporting of 3rd Quarter ended on 31st December 2014	Mid of February 2015
Financial Reporting of 4th Quarter ended on 31st March 2015	May 2015
Date of Annual General Meeting	During September 2015

d. Date of Book Closure : September 19 to September 26, 2014. (Both days inclusive)

e. Dividend Payment Date : No Dividend has been recommended for the year under review.

f. Dividend History : The Company has not paid any Dividend during last 10 years.

g. Listing of Shares : Bombay and Calcutta Stock Exchanges

h. Delisting of Shares : Equity Shares of the Company have been delisted from Ahmedabad Stock Exchange (ASE) during Financial Year 2012-13.

i. Listing Fees : Company has paid Annual listing Fees to BSE & CSE and Custodial Fees to NSDL & CDSL for year 2014-2015.

**j. Stock Code & ISIN : Scrip Code 531737 on BSE, 10023195 on CSE
 ISIN – INE414C01029 on both NSDL & CDSL.**

k. Market Price Data :

Month	Price on BSE (₹) & Volume			S&P BSE SENSEX	
	High	Low	Volume	High	Low
April 2013	-	-	-	19622.68	18144.22
May 2013	11.24	7.26	34	20443.62	19451.26
June 2013	-	-	-	19860.19	18467.16
July 2013	15.04	11.80	21	20351.06	19126.82
August 2013	-	-	-	19569.20	17448.71
September 2013	18.20	15.80	15	20739.69	18166.17
October 2013	20.05	19.10	9	21205.44	19264.72
November 2013	-	-	-	21321.53	20137.67
December 2013	37.50	21.05	83	21483.74	20568.70
January 2014	68.30	39.35	235	21409.66	20343.78
February 2014	98.90	69.65	291	21140.51	19963.12
March 2014	143.70	100.85	478	22467.21	20920.98

l. Registrar & Share Transfer Agent.

M/s. ABS Consultants Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of physical. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. ABS Consultants Pvt. Ltd.

99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001

Phone - 033-22430153 / 033-22201043, Fax 033-22430153, E-Mail: absconsultant@vsnl.net

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, ABS Consultants Pvt. Ltd. and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

n. Distribution of Shareholding as on 31st March 2014

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	115	29.72	6291	0.02
501-1000	24	6.20	21541	0.06
1001-2000	3	0.78	5268	0.01
2001-3000	1	0.26	2400	0.01
3001-4000	1	0.26	4000	0.01
4001-5000	17	4.39	84700	0.23
5001-10000	35	9.04	346700	0.95
10001 and Above	191	49.35	36079900	98.71
Total....	387	100.00	36550800	100.00

o. Shareholding Pattern as on 31st March 2014

Categories	No. of Shares	% of Share Holding
Promoters, Directors, Relatives & Person acting in concert	465200	1.25
Indian Bank	150000	0.41
Mutual Funds / UTI	0	0.00
Non Resident Indians	30000	0.08
Private Corporate Bodies	222311	0.61
Indian Public	35692289	97.65
Total	36550800	100.00

p. Details of Shareholders holding more than 5% holding under Public Category

No Investor is holding more than 5% of Issued, Subscribed and Paid-up Capital of the Company at the end of Financial Year ended on 31st March 2014.

q. Dematerialization of Equity Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 21 days from the date of issue of Shares.

As on 31st March 2014, 89.28% public shareholdings of the Company are in dematerialized form.

r. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

s. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be

credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

t. Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, ABS Consultants Pvt. Ltd. to their dedicated e-mail id i.e., "absconsultant@vsnl.net."

u. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

v. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

w. Details on use of Public Funds Obtained in the last three years :

During Financial Year 2012-2013, the Company has raised Funds amounting to ₹ 37.86 Crore by way of allotment of 31.55 Lac Shares on Preferential basis to Non-Promoters group. Out of Fund so raised, sum of ₹ 11.22 Crore have been invested in Shares & Securities and balance has been utilized for Inter Corporate Deposit (ICD) on which interest is payable by borrowers.

x. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not any.

y. Investors' Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company :-

Mr. Biswanath Roychowdhury - greencrestfin@gmail.com

z. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

aa. Green initiatives in Corporate Governance to receive documents through email by registering your email address :

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company is sending notices/documents such as Annual Reports and notices by email to the shareholders who have registered their email address with DP/RTA. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested

to do so at the earliest, in respect of demat holding, through the respective Depository Participant (DP) and in respect of physical holding, through the Registrar and Share Transfer Agent (RTA) M/s. Purva Sharegistry (India) Pvt. Ltd.

While every notice/document will be sent through email address registered with the Company/RTA/DP, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

bb. Plant Location

Not Any

cc. Address for Correspondence

GREENCREST FINANCIAL SERVICES LIMITED

8, Ganesh Chandra Avenue

Saha Court, 1st Floor, Kolkata-700 013

Email: greencrestfin@gmail.com URL – www.greencrestfin.com

Chairman & Managing Director's Declaration on Code of Conduct

As required by Clause 49 of Listing Agreement, the CEO's Declaration for Code of Conduct is given below:

The Members of

GREENCREST FINANCIAL SERVICES LIMITED

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their 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 laws and regulations.
- (b) There are, to the best of our 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) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee -
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Kolkata, May 29, 2014

By order of the Board
For GREENCREST FINANCIAL SERVICES LIMITED

Registered Office :

8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

ADITYA PRAKH
DIN : 00459679
Managing Director

Annexure I

Declaration by the Managing Director under Clause 49 of the Listing Agreement

To the Members of **GREENCREST FINANCIAL SERVICES LIMITED**

In accordance with Clause 49 sub clause I(D) of the Listing Agreement with the Stock Exchanges, I, **Aditya Parakh**, Managing Director of Greencrest Financial Services Limited hereby confirm that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conducts.

Kolkata, May 29, 2014

ADITYA PRAKH
DIN : 00459679
Managing Director

Compliance Certificate from Auditors on Corporate Governance

The Board of Directors,
GREENCREST FINANCIAL SERVICES LIMITED
8, Ganesh Chandra Avenue
Saha Court, 1st Floor
Kolkata-700 013

We have examined the compliance of Corporate Governance by Greencrest Financial Services Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with 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 statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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 **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 29, 2014

Vikash Kedia
Partner
M. No. 066852

Secretarial Compliance Report

The Board of Directors,

M/s. GREENCREST FINANCIAL SERVICES LIMITED

We have examined the registers, records, books and papers of M/s. Greencrest Financial Services Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as “The Act”), the rules made there under the Act and amended thereto from time to time and includes Companies Act, 2013 as applicable (hereinafter referred to as 2013 Act) and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2014. In our opinion and to the best of our information and according to the examinations carried out by and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year -

On the basis of our examination as well as information and explanations furnished by the Company and the records made available to us, we report that:

1. The Company has kept and maintained all registers and records as per Annexure “A” to this certificate, as per the provisions of the Companies Act 1956 (the Act) and the rules made there under and all entries therein have been duly recorded during the year.
2. The Company has filed the forms and return as stated in Annexure “B” to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company has given proper notice along with the agenda for convening of Board Meeting, Committee Meetings and Annual General Meetings during the year.
4. The proceedings of the Meetings were properly recorded in the Minutes Books during the year.
5. The Board of Directors of the Company is duly constituted during the year.
6. The Company has obtained all the necessary approvals from the Board and Shareholders as required by the Act during the year.
7. The Company has not accepted any Deposit in terms of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules, 1975 during the year.
8. The Company has not declared dividend and thus is not required to make payment of Dividend in compliance with the provisions of section 205 of the Act during the year.
9. The Company has not paid remuneration to the Managing Director of the Company during the year in terms of section 198, 269, 309 read with Schedule XIII of the Act.
10. The Company has not appointed any sole selling agent in terms of section 294 of the Act during the year.
11. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act during the year.
12. The Company has not entered into any transactions, which falls under section 297 of the Act during the year.
13. The Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions section 184 of the Act.
14. The Company has not appointed any person as a place of profit in terms of section 188 of the Act during the year.
15. The Company has not issued any duplicate share certificate during the financial year.
16. The Company has complied with the provisions of section 186 of the Act.

17. The Company :
 - a) has delivered all the Share Certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - b) Was not required to deposit amount in a separate Bank Account as the Company has not declared Dividend during the year.
 - c) Was not required to post warrants to members of the Company as the Company has not declared Dividend during the year.
 - d) Was not required to transfer any amount to Investor Education and Protection Fund.
 - e) Has duly complied with the requirement of section 217.
18. The Board of Directors of the Company is duly constituted and there was no appointment of Additional Director/s alternate Director/s and Directors to fill the casual vacancy during the financial year.
19. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.
20. The Company has not issued any Shares, Debentures or other Securities during the financial year.
21. The Company has not bought back any share during the financial year.
22. There was no redemption of preference shares or debentures during the financial year.
23. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
24. As per the information and explanation given, the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 15A during the financial year.
25. The Company has not borrowed fund from its Directors, members, public, financial institutions, banks and others during the financial year ending on 31st March 2014.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has altered the provisions of the Memorandum with respect to the name of the Company and changed the name of Company from Marigold Glass Industries Ltd. to Greencrest Financial Services Limited.
29. The Company has not altered its Memorandum of Association and Articles of Association with respect to the Share Capital of the Company.
30. There was no prosecution initiated against the Company, or Show Cause Notices received by the Company, for offences under the Act.
31. The Company has not received any money as security from its employees during the financial year 2013-2014.

For **G. S. Bhide & Associates**
Company Secretaries

Place : Mumbai
Date : May 29, 2014

Gayatri S. Bhide
Proprietor
C. P. No. 11816

Annexure A

Name of the Company : Greencrest Financial Services Limited
 CIN : L65921WB1993PLC057785
 Financial Year ended : 31st March, 2014

Register as maintained by the Company :-

Statutory Registers :

Sl. No.	Section under the Companies Act, 2013	Name of the Register
1.	88	Register of Members
2.	94	Copies of Annual Returns
3.	118	Minutes Books for Board / General Meetings
4.	189	Register of contracts, companies and firms in which directors are interested
5.	170	Register of Directors
6.	170	Register of Directors' Shareholding

Annexure "B"

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2014.

Sr. No.	Form N. / Return	Filed u/s	For	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional Fees paid Yes/No
1.	Form 23AC and ACA for the Financial Year ended on 31st March 2013	220	Annual Requirement	No	Yes
2.	Form 20B for the Financial Year ended 31st March 2013	159	Annual Requirement	No	Yes
3.	Form 1B	21	Change in the Name of Company	Yes	N. A.

- b) Forms and Returns filed with Regional Director : Nil
 c) Forms and Returns filed with Central Government or other Authorities : Nil

For **G. S. Bhide & Associates**
 Company Secretaries

Place : Mumbai
 Date : May 29, 2014

Gayatri S. Bhide
 Proprietor
 C. P. No. 11816

Auditors' Report for the year ended 31st March 2014

To the Members of Greencrest Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Greencrest Financial Services Limited, which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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 purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - (e) On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 29, 2014

Vikash Kedia
Partner
M. No. 066852

Annexure to the Auditors' Report

Referred to in paragraph 1 our report of even date on the accounts for the year ended 31st March 2014 of Greencrest Financial Services Limited, Kolkata

- (i) The company has no fixed assets, so item (i) of paragraph 4 of the order is not applicable to the Company.
- (ii) The Current Investment / Stock-in-trade has been physically verified by the management at reasonable intervals during the year. The procedure of physical verification of stock of shares followed by the management is reasonable and adequate in relation to the size of the company and nature of business. The Company is maintaining proper records of inventory. No discrepancies were noticed on physical verification of stock of shares as compared to book records.
- (iii) According to information and explanations given to us, the company has not taken or granted any secured or unsecured loans from/to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to the purchase of inventory and fixed assets and for the sale. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v)
 - (a) According to information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) According to information and explanations given to us, no transactions have been made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of each party.
- (vi) In our opinion, and according to information and explanations given to us, the Company has not accepted any deposits from the public. Under section 58A and 58AA of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975, during the year.
- (vii) In our opinion, the Company's internal audit system is commensurate with the size and the nature of its business.
- (viii) The Company is not required to maintain any cost records under section 209(1)(d) of the Companies Act, 1956.
- (ix)
 - (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income-tax, Wealth Tax, sale-tax, custom duty and any other statutory due applicable to it;
 - (b) According to information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sale-tax, custom duty and excise duty etc. were outstanding as at 31st March 2014, for a period of more than six months from the date they became payable;
 - (c) According to the records of the company, there are no dues of income tax, wealth tax, sale-tax, custom duty and excise duty, which have been deposited on account of any dispute.
- (x) The accumulated losses of the company are not more than fifty per cent of its net worth. The company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year also.
- (xi) In our opinion and according to information and explanations given to us, the company not defaulted in repayment of dues to financial institution, bank or debenture holders.

- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a Chit Fund, Nidhi or Mutual Benefit Society. Hence requirement of item (xiii) of paragraph 4 of the order is not applicable to the Company.
- (xiv) The company is dealing or trading in shares, securities, debenture and other investments. Based on our examination of documents and records, we are of the opinion that proper records have been maintained by the company and timely entries have been made therein. The shares, securities and other investments have been held by the company in its own name.
- (xv) As informed to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) As per information and explanations given to us, the company has not taken any fresh term loan during the year.
- (xvii) According to information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long-term investment. Similarly, no funds raised on long term basis have been used for short-term investment.
- (xviii) According to information and explanations given to us, the company has not made any preferential allotment of shares to parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The company has not issued any debenture. Hence requirement of item (xix) of paragraph 4 of the order is not applicable to the Company.
- (xx) The company has not raised any money through public issue. Hence requirement of item (xx) of paragraph 4 of the order is not applicable to the Company.
- (xxi) According to the information and explanations provided to us, a fraud on or by the company has not been noticed or reported during the year.

**For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E**

Place: Kolkata
Date: May 29, 2014

**Vikash Kedia
Partner
M. No. 066852**

BALANCE SHEET AS AT 31st MARCH, 2014

PARTICULARS	Note No.	31.03.2014 ₹	31.03.2013 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	365,508,000	360,544,000
Reserves and Surplus	2.2	94,116,680	84,656,712
		459,624,680	445,200,712
CURRENT LIABILITIES			
Trade Payables	2.3	6,620,110	831,600
Other Current Liabilities	2.4	22,574,475	53,208,400
Short-Term Provision	2.5	3,105,203	1,459,006
		32,299,788	55,499,006
TOTAL		491,924,468	500,699,718
ASSETS			
NON- CURRENT ASSETS			
Other None Current Assets	2.6	1,600,000	1,800,000
		1,600,000	1,800,000
CURRENT ASSETS			
Current Investments	2.7	112,276,109	183,976,109
Trade receivable	2.8	17,426,398	26,020,000
Cash and Bank Balances	2.9	99,355	2,463,250
Short-term loans and advances	2.10	360,522,606	286,440,359
		490,324,468	498,899,718
TOTAL		491,924,468	500,699,718
Significant Accounting Policies and Notes to accounts	2.15		

AS PER OUR REPORT OF EVEN DATE

For B. S. KEDIA & CO.

Chartered Accountants
FRN 317159E

VIKASH KEDIA

Partner (M. No : 066852)

Place : Kolkata

Date : 29th May 2014

FOR AND ON BEHALF OF THE BOARD

ADITYA PARAKH

DIN : 01008503

Director

SUNIL PARAKH

DIN : 00459679

Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2014

PARTICULARS	Note No.	Year Ended 31st March 2014 ₹	Year Ended 31st March 2013 ₹
INCOME			
Sale of Shares		71,700,000	23,000,000
Revenue from Operations	2.11	12,081,380	8,832,100
Other Income		-	-
Closing Stock of Shares	2.7	112,276,109	183,976,109
TOTAL INCOME		196,057,489	215,808,209
EXPENSES			
Openig Stock of Shares		183,976,109	26,726,109
Purchase of Shares		-	180,250,000
Employee Cost	2.12	1,090,200	1,085,000
Other Expenses	2.13	941,976	3,200,164
TOTAL EXPENSES		186,008,285	211,261,273
PROFIT BEFORE TAXATION		10,049,204	4,546,936
Tax Expenses			
Current tax	2.14	3,105,203	1,405,002
Exceptional Items		(33,967)	-
NET PROFIT FOR THE YEAR		6,977,968	3,141,934
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.19	0.09

AS PER OUR REPORT OF EVEN DATE

For B. S. KEDIA & CO.

Chartered Accountants
FRN 317159E

VIKASH KEDIA

Partner (M. No : 066852)

Place : Kolkata

Date : 29th May 2014

FOR AND ON BEHALF OF THE BOARD

ADITYA PARAKH

DIN : 01008503

Director

SUNIL PARAKH

DIN : 00459679

Director

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2014

(In ₹)

	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
A. <u>Cash Flow from Operating Activities</u>		
Net Profit before tax and extraordinary Items	10,049,204	4,546,936
Adjustments for		
Interest Received	17,248,323	8,830,810
Deferred revenue expenditure w/off	200,000	200,000
Dividend	126,567	1,290
Operating profit before working capital changes	27,624,094	13,579,036
Adjustments for Capital Changes		
Inventories	-	-
Decrease (Increase) in Trade and other Receivables	8,593,602	24,000,000
Decrease (Increase) Loan & Advances	(74,082,247)	(264,977,919)
Trade Payable and Provisions	(23,199,218)	15,605,502
Cash Generated from operations	(88,687,863)	(225,372,417)
Income Tax Liability For The Year	(3,105,203)	(1,405,002)
Extraordinary Items	-	-
Net Cash From Operating Activities	(64,168,971)	(213,198,383)
B. <u>Cash Flow From Investing Activities</u>		
Decrease / (Increase) in Fixed Assets	-	-
Decrease / (Increase) Stock	71,700,000	(157,250,000)
Interest Received	(17,248,323)	(8,830,810)
Deferred revenue expenditure w/off	(200,000)	(200,000)
Dividend Received	(126,567)	(1,290)
Adjustments for Depreciation	-	-
Net Cash from Investing Activities	54,125,110	(166,282,100)
C. <u>Cash Flow From Financing Activities</u>		
Extraordinary Items	33,967	-
Proceeds from Preferential Issue	7,446,000	378,600,000
Reserve & Surplus (Shares Forfeited)	-	5,276,782
Miscellaneous Expenditure	200,000	(1,800,000)
	7,679,967	382,076,782
Net Cash used in Financing Activities	(2,363,894)	2,596,299
Net Increase in Cash & Cash Equivalents	2,363,895	(2,596,299)
Opening Balance of Cash & Cash Equivalents	2,463,250	(133,049)
Closing Balance of Cash & Cash Equivalents	99,355	2,463,250

AS PER OUR REPORT OF EVEN DATE

For B. S. KEDIA & CO.

Chartered Accountants

FRN 317159E

FOR AND ON BEHALF OF THE BOARD

VIKASH KEDIA

Partner (M. No : 066852)

Place : Kolkata

Date : 29th May 2014

ADITYA PARAKH

DIN : 01008503

Director

SUNIL PARAKH

DIN : 00459679

Director

Notes to Financial Statement for the year ended 31st March 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, the company has also reclassified the previous year figures in accordance with the requirements applicable for the current year

b. GENERAL

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

c. USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognised in the period in which the results are known/materialised.

d. FIXED ASSETS

Fixed assets are stated at cost including taxes, duties, freight, insurance etc. related to acquisition and installation.

e. DEPRECIATION

Depreciation is provided on Written Down Value basis as per the Schedule of the Income Tax Act, 1961. For additions and deletions, depreciation is provided considering the days the asset has been put to use. Assets put to use after 30th Septmeber has been charged at half rate.

f. INVENTORIES

Inventories were valued at lower of Cost or NRV.

g. REVENUE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual.

h. PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the company has possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent Assets are neither recognised nor disclosed in the financial statements.

i. INVESTMENTS

Investments that are readily realizable and intended to be held for not more than one year, are classified as current investments. All other investments are classified as long-term investments.

Current Investments are stated at lower of cost or market rate on individual investment basis. Long Term Investments are considered "at cost", unless there is other than temporary decline in value thereof, in which case, adequate provision is made against such diminution in the value of investments.

j. EMPLOYEE BENEFITS

i. Gratuity:

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

ii. Provident Fund:

The provisions of the Employees Provident Fund are not applicable to the company since the number of employees employed during the year were less than the minimum prescribed for the benefits.

iii. Leave Salary:

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

k. TAXATION

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

l. IMPAIRMENT OF ASSETS

As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

"a. Provision for Impairment Loss, if any, required orb. The reversal, if any, required of impairment loss recognized in previous periods."

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

m. BORROWING COST

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

n. DEFERRED REVENUE EXPENDITURE

Miscellaneous Expenditure are written off uniformly over a period of 5 years.

o. INCOME TAX

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.

Notes forming part of the Financial Statements for the year ended March 31, 2014

2.1 SHARE CAPITAL

Particulars	As on 31st March 2014		As on 31st March 2013	
	Number	₹	Number	₹
<u>Authorised</u> Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	45,500,000	455,000,000	5,500,000	55,000,000
<u>Issued, Subscribed & Paid Up:</u> Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	36,550,800	365,508,000	36,054,400	360,544,000
Total	36,550,800	365,508,000	36,054,400	360,544,000

Reconciliation of number of shares.

Particulars	As on 31st March 2014		As on 31st March 2013	
	Number	₹	Number	₹
Shares of ₹ 10/- each Shares outstanding at the beginning of the year	3,60,54,400	36,05,44,000	45,04,400	4,50,44,000
Add : Shares issued on Preferential Basis	4,96,400	49,64,000	3,15,50,000	31,55,00,000
Shares outstanding at the end of the year	3,65,50,800	36,55,08,000	3,60,54,400	36,05,44,000

Rights, preference and restrictions attached to Equity Shares

The company has one class of Equity shares having a par value of ₹ 10/- each. Each shareholder is eligible to one vote per share held.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholders	As on 31st March 2014		As on 31st March 2013	
	No. of Shares held	No. of Shares held	Number	% of Holding
N.A.	-	-	-	-

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

2.2 RESERVES AND SURPLUS

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Opening Balance		
Securities Premium Reserve	78,646,924	15,546,924
Securities Premium Received during the year	2,482,000	63,100,000
	81,128,924	78,646,924
Reserves & Surplus		
Opening Balance	8,012,701	8,833
Add: Amount Transferred from Profit & Loss Account	1,388,800	8,003,868
Total Reserves & Surplus for the Year	9,401,501	8,012,701
Profit & Loss Account		
Opening Balance	(2,002,913)	(5,144,847)
Add: Net Profit for the year	6,977,968	3,141,934
Amount available for Appropriations	4,975,055	(2,002,913)
Less Transfer to General Reserve	1,388,800	-
Total	94,116,680	84,656,712

2.3 TRADE PAYABLES

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Amount Payable to Sundry Creditors	6,620,110	831,600
Total	6,620,110	831,600

2.4 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Other payables		
Provision for Expenses	899,475	833,400
Other Current Liabilities	21,675,000	52,375,000
Total	22,574,475	53,208,400

2.5 SHORT TERM PROVISIONS

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Provision for Income Tax (net of Tax paid)	3,105,203	1,459,006
Total	3,105,203	1,459,006

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

2.6 OTHER NONE CURRENT ASSETS

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
(Unsecured Considerd Goods)		
Deferred Revenue Expenditure	1,600,000	1,800,000
Total	1,600,000	1,800,000

2.7 CURRENT INVESTMENTS

Name of Shareholders	Numbers	Face Value ₹	As on 31.03.2014	As on 31.03.2013
			₹	₹
Inventories (Trade)				
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Akta Limited	4,500	10.00	43,875	43,875
Akai Impex Limited	8,600	10.00	141,900	141,900
BCL Finance Limited	8,000	10.00	66,000	66,000
Bantol Prod Chemical Limited	1,000	10.00	33,000	33,000
Bhupendra Capital Fin. Limited	35,800	10.00	400,000	400,000
Centom Electronics Limited	4,800	10.00	28,800	28,800
Companion Securities Limited	13,700	10.00	178,900	178,900
Elgi Auto Engg. Limited	10,900	10.00	147,150	147,150
Fiduciary Capital & Finance Limited	7,300	10.00	73,000	73,000
GSL Securities Limited	12,500	10.00	81,250	81,250
Hindustan Development Corp. Limited	18,000	10.00	423,000	423,000
Joymot Hotel Resorts Limited	9,500	10.00	71,250	71,250
Life Line Inject Limited	200	10.00	2,000	2,000
LCC Infotech Limited	122,400	10.00	1,803,000	1,803,000
Mangalam India Limited	2,000	10.00	50,000	50,000
MTZ Industries Limited	7,000	10.00	385,000	385,000
Narmada Cement Limited	16,300	10.00	158,925	158,925
RAS KMk Laminates Limited	34,400	10.00	344,000	344,000
Sharda Proteins Limited	2,000	10.00	4,000	4,000
Vikrant Leasing Limited	40,700	10.00	65,120	65,120
Sun Granites Limited	30,000	10.00	255,000	255,000
Silicon Valley Infotech Ltd	81,323	10.00	1,833,414	1,833,414
	470,923		6,588,584	6,588,584
(2) IN FULLY PAID-UP PREFERENCE SHARES (QUOTED)				
Maa Saraswati Investment Limited	15,000	100.00	1,500,000	1,500,000
			1,500,000	1,500,000

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

2.7 CURRENT INVESTMENTS (contd.)

Name of Shareholders	Numbers	Face Value ₹	As on 31.03.2014	As on 31.03.2013
			₹	₹
Inventories (Trade) (contd.)				
(3) IN FULLY PAID-UP Debenture & Bonds (QUOTED)				
Jindal Vijaynagar Steels Limited	600	100.00	8,250	8,250
Rama News Print Limited	16,075	100.00	401,875	401,875
			410,125	410,125
(4) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED)				
Gold Mouhar Vyapaar Pvt Limited	240,100	10.00	1,300,200	1,300,200
Aspolight Commotrade Pvt Limited	130,100	10.00	3,675,200	3,675,200
Skipper Ltd	250,000	10.00	25,000,000	25,000,000
Landsky Real estate Pvt Ltd	75,000	10.00	15,000,000	15,000,000
Excellent Placement Pvt Ltd	75,000	10.00	15,000,000	15,000,000
Arissan Power Ltd	75,000	10.00	7,500,000	7,500,000
Meghacity Enclave Pvt Ltd	242,500	10.00	-	24,250,000
KBG Consultants Pvt Limited	30,000	10.00	1,500,000	1,500,000
Lakshya Energy Ltd	275,000	10.00	27,500,000	27,500,000
Brijwasi Distributors Pvt Ltd	125,000	10.00	-	25,000,000
Concord Vincom Pvt Ltd	180,000	10.00	1,502,000	18,000,000
Narayan Wire Pvt Ltd	24,000	10.00	-	240,000
Sargam Vintrade Pvt Limited	25,000	10.00	2,500,000	2,500,000
Shree Ganesh Sugar Mills Pvt Ltd	57,120	10.00	-	5,712,000
	1,803,820		100,477,400	172,177,400
(5) IN FULLY PAID-UP PREFERENCE SHARES (UN-QUOTED)				
GBF Investment Pvt Limited	33,000	100.00	3,300,000	3,300,000
			3,300,000	3,300,000
Total			112,276,109	183,976,109

2.8 TRADE RECEIVABLE

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
(Unsecured Considerd Goods) Outstanding for the period of more then six Months	17,426,398	26,020,000
	17,426,398	26,020,000

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

2.9 CASH AND BANK BALANCES

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Cash and Cash Equivalents		
Balances with banks		
In Current Accounts with Scheduled Banks	(29,103)	2,432,843
Cash in hand	128,459	30,408
Total	99,355	2,463,250

2.10 SHORT-TERM LOANS & ADVANCES (Unsecured)

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<u>Unsecured Considered good</u>		
Loans to Others	180,427,888	169,819,610
Advance to Others	178,274,450	115,685,450
Tax Deducted at Source	1,754,845	869,876
Mat Receivable	65,423	65,423
Total	360,522,606	286,440,359

2.11 Revenue form Operation

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Interest Recd. on Loan	17,248,323	8,830,810
Profit/(Loss) from Trading in Commodities	(5,293,510)	-
Dividend Income	126,567	1,290
Total	12,081,380	8,832,100

2.12 Employee Cost

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Salaries	1,036,000	965,000
Staff Welfare Expenses	54,200	120,000
Total	1,090,200	1,085,000

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

2.13 Other Expenses

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Payment to Auditors	21,000	15,000
Demat Charges	1,579	1,299
Conveyance & Travelling Expenses	155,933	430,000
Listing Fees	125,309	590,760
Depository Fees	120,000	57,237
Bank Charges	804	3,963
Professional Fees	22,500	15,000
Printing & Stationery	32,300	68,607
Communication Expenses	25,230	122,000
Advertisements	22,580	14,548
Rent Expenses	36,000	24,000
Data Processing Charges	43,000	28,000
ROC Filing Fees	15,500	5,000
Directors Remuneration	-	90,000
Office Maintenance Charges	-	505,000
Board Meeting & AGM Expenses	27,690	72,000
Finance Brokerage	-	924,000
Books & Periodicals	12,790	14,000
Misc. Expenses	29,161	10,750
Professional Tax	2,500	9,000
Trade Licence fee	3,700	-
Service Tax	29,400	-
Share Transfer Expenses	15,000	-
Deferred Revenue Expenditure W/off	200,000	200,000
Total	941,976	3,200,164

2.14 Tax Expenses

Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
Income Tax	3,105,203	1,405,002
Total	3,105,203	1,405,002

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

20 Contingent Liabilities & Commitments : NIL (PY : NIL)

21 Additional Information disclosed as per Part II of The Companies Act, 1956

Particulars	March 31, 2014	March 31, 2013
(i) Adjustment to the carrying amount of Investments	NIL	NIL
(ii) Net gain/loss on foreign currency transaction and translation (other than considered as finance cost)	NIL	NIL
(iii) Value of imports calculated on CIF basis by the company during the financial year in respect of:	NIL	NIL
(iv) Expenditure in foreign currency during the financial year	NIL	NIL
(v) The amount remitted during the year in foreign currencies on account of dividends	NIL	NIL
(vi) Earnings in foreign exchange	NIL	NIL

22 Related Party Disclosure (As per Accounting Standard 18 issued by ICAI)

1. Relationship

- | | |
|--|---------------------|
| a. Wholly Owned Subsidiary | - Not Any |
| b. Associate Company | - Not Any |
| c. Company under the Common Control of Promoters | - Not Any |
| d. Key Managerial Personnel | - Mr. Pravin Sawant |

2. Transactions

- | | |
|---|----------------------------|
| a. Remuneration to Key Managerial Personnel - | ₹ Nil /- (PY : ₹ 90,000/-) |
| b. Amount due from/to company /firm in which Directors are Interested : | ₹ NIL (PY : ₹ NIL) |

23 Segment Reporting (As per Accounting Standard 17 issued by ICAI)

The Company has three Primary Business Segments viz.

1. NBFC Business ; 2. Investment in Shares, Securities & Commodities

(₹ In Lacs)

Gross Segment Revenue	March 31, 2014	March 31, 2013
a. Finance & Investments	173.75	88.31
b. Trading / Investment in Commodities Market	-52.94	-
c. Others	-	-

The Company Operated predominantly within the geographical limites of India. It has no secondary segment revenue.

Notes forming part of the Financial Statements for the year ended March 31, 2014 (contd.)

24 The Company has not received any intimation from their suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to the amount unpaid as at the year end together with interest paid / payable as required under the said Act, have not been given.

25 Earnings Per Share	March 31, 2014	March 31, 2013
i) Net Profit as per Statement of Profit and Loss attributable to Equity Shareholders (₹)	6,977,968	3,141,934
ii) Weighted average number of equity shares used as a denominator for calculating EPS	36,550,800	36,054,400
iii) Earnings per Share (Basic and Diluted) (₹)	0.19	0.09
iv) Face Value per share (₹)	10.00	10.00

26 Confirmation of balances/reconciliation of accounts pertaining to certain advances/creditors/debtors is pending as at period end. Hence, the balances have been adopted as per the books of accounts.

27 Previous year's figures have been regrouped wherever necessary to confirm to current period's classification.

For B. S. KEDIA & CO.

Chartered Accountants
FRN 317159E

VIKASH KEDIA

Partner (M. No : 066852)

Place : Kolkata

Date : 29th May 2014

FOR AND ON BEHALF OF THE BOARD

ADITYA PARAKH

DIN : 01008503

Director

SUNIL PARAKH

DIN : 00459679

Director

Schedule to the Balance Sheet as at 31st March 2014 of Non-Deposit taking Non-Banking Financial Company (as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007)

Particulars	Amount Outstanding	Amount Due
(i) Adjustment to the carrying amount of Investments	NIL	NIL
Liabilities Side :		
1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :		
(a) Debentures : Secured	NIL	NIL
Unsecured	NIL	NIL
(other than falling within the meaning of Public Deposit)		
(b) Deferred credits	NIL	NIL
(c) Terms Loans	NIL	NIL
(d) Inter-Corporate Loans & Borrowings	NIL	NIL
(e) Public Deposits*	NIL	NIL
(f) Other Loans	NIL	NIL
* Please see Note 1 at the end of format.		
2) Break-up of (1) (f) above (out-standing public deposits inclusive of interest accrued thereon but not paid)		
(a) In the form of Unsecured Debentures	NIL	NIL
(b) In the form of partly Secured Debentures i.e. debentures there is a shortfall in the value of security	NIL	NIL
(c) Other public Deposits	NIL	NIL
* Please see Note 1 at the end of format.		

Particulars	Amount Outstanding
Assets Side :	
3) Break-up of Loans and advances including bills receivables [other than those included in (4) below] :	
(a) Secured	NIL
(b) Un-Secured	37,79,49,004
4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards FL/HP activities :	
(i) Lease assets including lease rentals under Sundry Debtors	
(a) Financial Lease	NIL
(b) Operating Lease	NIL
(ii) Stock on hire including hire charges under Sundry Debtors	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Hypothecation loans counting towards EL/HP activities	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL

Schedule to the Balance Sheet as at 31st March 2014 (contd.)

Particulars	Amount Outstanding
Assets Side (contd) :	
5) Break-up of Investments :	
Current Investment : (Taken as stock in trade)	
1. Quoted	
(i) Shares :	
(a) Equity	65,88,584
(b) Preference	15,00,000
(ii) Debentures & Bonds	4,10,125
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please Specify)	
2. Unquoted	
(i) Shares :	
(a) Equity	10,04,77,400
(b) Preference	33,00,000
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please Specify)	
Long Term Investment	
1. Quoted	
(i) Shares :	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please Specify)	NIL
2. Unquoted	
(i) Shares :	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please Specify)	NIL

Schedule to the Balance Sheet as at 31st March 2014 (contd.)

6. Borrow group-wise classification of all leased assets, stock-on-hire and loans and advances

Category	Secured	Unsecured
1) Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other than related parties	NIL	NIL
2) Other than related parties	NIL	NIL
Total	NIL	NIL

7) Investor group wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted) Please see note 3 at the end of Format.

Category	Market Value/ Breakup or Fair Value or NAV	Book Value (Net of Provision)
1) Related Parties **		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other than related parties	NIL	NIL
2) Other than related parties#	11,22,76,109	11,22,76,109
	11,22,76,109	11,22,76,109

** As per Accounting Standard of ICAI (please see note 3 at the end of format)

Unquoted Investments are considered at cost.

8) Other information

Particulars	Amount
(i) Gross Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(ii) Gross Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction debt	NIL

Notes:

- As defined in paragraph 2(1) (xii) of the Non-Banking Financial Companies of acceptance of Public Deposits (Reserve Bank) Directons 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking (Non-Deposit Accepting or Holding) Financial Companies Prudential Norms (Reserve Bank) Directors 2007.
- All Accounting Standards and Guidance Notes issued by the ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However market value in respect of quoted investments and break-up / fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term current in column (5) above.

Greencrest Financial Services Limited

CIN : L65921WB1993PLC057785

Regd. Office : 8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata-700 013

Email : greencrestfin@gmail.com; Website : www.greencrestfin.com

Form No. MGT - 11, PROXY FORM / BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____

I/We being the members of _____ Shares of Greencrest Financial Services Limited, hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him

2. _____ having email Id _____ Signature _____ or failing him

3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, 26th September 2014 at 2.00 PM at 8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata-700 013 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2014		
2.	Retirement of Mr. Sunil Parekh, Director, by rotation, eligible for re-appointment		
3.	Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata as Auditors and to fix their remuneration.		
Special Business :			
4.	Appointment of Mr. Shree Niwas Singhee as Independent Director for a term of 5 Years.		
5.	Appointment of Mr. Dharendra Sahani as Independent Director for a term of 5 Years.		

Signed this _____ day of _____ 2014

Signature of Shareholder _____ Signature of Proxy _____

Affix
Revenue
Stamp
₹ 1/-



Greencrest Financial Services Limited

CIN : L65921WB1993PLC057785

Regd. Office : 8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata-700 013

Email : greencrestfin@gmail.com; Website : www.greencrestfin.com

ATTENDANCE SLIP

Registered Folio No. /DP ID/Client Id _____

Name & Address of Share Holder _____

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company at 8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata-700 013 on Friday, 26th September 2014 at 2.00 PM.

Members' Folio/DPIId/Client Id

Member/Proxy's Name in Capital

Member/Proxy's Signa

Please complete the Folio/DP Id/Client Id and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the Entrance of the Meeting Place.

BOOK-POST

If undelivered, please return to :

Greencrest Financial Services Ltd.

8, Ganesh Chandra Avenue, Saha Court, 1st Floor, Kolkata - 700 013.