

**42<sup>ND</sup> ANNUAL REPORT**  
**2013 - 14**

**BAJRANG FINANCE LIMITED**

Regd. Office: REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East),  
Mumbai – 400 063

<b>Board of Directors:</b>	<p>Shri Nirmal Murarka</p> <p>Shri Vinod C. Jalan</p> <p>Shri Ramkrishna Shriya</p> <p>Shri Mahabir Prasad Sharma</p> <p>Smt. Anita Bhartiya</p>	
<b>Bankers:</b>	STATE BANK OF INDIA	
<b>Auditors:</b>	<p>M/s. Sundarlal, Desai &amp; Kanodia</p> <p>Chartered Accountants</p> <p>903, Arcadia,</p> <p>195, N.C.P.A. Road,</p> <p>Mumbai- 400 021</p>	
<b>Registered Office:</b>	<p>REMI House,</p> <p>Plot No.11,</p> <p>Cama Industrial Estate,</p> <p>Goregaon (East),</p> <p>Mumbai – 400 063</p> <p>Ph.: 022-40589888,</p> <p>Fax: 022-26852335</p>	
<b>CIN:</b>	L65990MH1971PLC015344	

## NOTICE

To  
The Members,  
**BAJRANG FINANCE LIMITED**

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Company will be held at its Registered Office, on **Tuesday**, the **30<sup>th</sup> September, 2014**, at 3.30 P.M. to transact the following ordinary business:

1. To consider the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint as Director Shri Vinod C. Jalan (DIN:00087424), who retires by rotation.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 45<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2017, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a on such remuneration to be fixed by the Board of Directors of the Company.”

### **Special Business: Ordinary Resolutions**

4. To appoint Shri Mahabir Prasad Sharma (DIN:00175393), as Whole-Time Director (Key Managerial Personnel) of the Company.

“RESOLVED THAT Shri Mahabir Prasad Sharma (DIN:00175393) be and is hereby appointed as the Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years from the 1<sup>st</sup> October, 2014, to manage the affairs of the Company, on the following terms and conditions:

- i) Basic Salary Rs.41,790/- per month.
- ii) House Rent Allowance Rs.20,895/- per month.
- iii) Special Allowance Rs.5,015/- per month
- iv) Transport Allowance Rs.800/- per month.
- v) Reimbursement of Medical Expenses not exceeding Rs.1,250/- per month.
- vi) Leave Travel Allowance not exceeding Rs.1,741/- per month.
- vii) Bonus as per the rules of the Company.
- viii) Leave as per the rules of the Company.
- ix) Gratuity as per the rules of the Company.

“FURTHER RESOLVED THAT the Board of Directors of the Company shall have power to grant increments to the Whole-Time Director within a limit of 15% of the total emoluments of the previous financial year, effective from 1<sup>st</sup> April, 2015.

5. To appoint Shri Ramkrishna Shriya (DIN:00027388) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Ramkrishna Shriya (DIN:00027388), as an Independent Director on the Board of the Company for a term of five years, effective from 30<sup>th</sup> September, 2014.

6. To appoint Smt. Anita Bhartiya (DIN:01579145), as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Anita Bhartiya (DIN:01579145), as an independent director on the Board of the Company for a term of five years, effective from 30<sup>th</sup> September, 2014.”

For **BAJRANG FINANCE LIMITED**

**Regd. Office**

REMI House,  
Plot No.11, Cama Industrial Estate,  
Goregaon (E), Mumbai – 400 063

Date: 14<sup>th</sup> August, 2014.

**VINOD C. JALAN**  
**DIRECTOR**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 23<sup>rd</sup> September, 2014 to Tuesday, the 30<sup>th</sup> September, 2014**, both days inclusive.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode.

In this regard kindly register your email address and changes therein from time to time with the Company/Registrar and Transfer Agent or with the concerned depositories.

4. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their rights to vote at General Meeting. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice of Annual General Meeting, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The details procedure for e-voting is set out below:

**(a) In case of Members receiving an e-mail from NSDL:**

- (i) Open the PDF file '**Bajrang Finance-e-Voting.pdf**' attached to the e-mail with your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.  
It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN (E-voting Event Number)' of **BAJRANG FINANCE LIMITED**.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [bajscrutinizer@gmail.com](mailto:bajscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(b) In case of Shareholders receiving physical copy of the Notice of AGM .**

- (i) Initial Password is provided in the enclosed Form.

EVEN (E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

**(c) Other Instructions:**

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- ii. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- iii. The voting rights shall be as per the number of equity share held by the Member(s) as on **14<sup>th</sup> August, 2014**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- iv. The voting period shall commence at 9.00 a.m. on **22<sup>nd</sup> September, 2014** and will end at 5 p.m. on **24<sup>th</sup> September, 2014**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two days of the passing of the resolutions at AGM of the Company .
5. An Explanatory Statement relating to the item of special business set out in item No. 4 to 6 accompanies.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,  
2013 – ANNEXURE TO THE NOTICE**

**Item No. 4**

Pursuant to Section 203 of the Companies Act, 2013, Shri Mahabir Prasad Sharma (DIN:00175393) be appointed as Whole-Time Director (Key Managerial Personnel) of the Company for the term of 3 years. Notice has been received proposing candidature of the Director. The appointment and other details are stated in the aforesaid resolution.

❖ **Shri Mahabir Prasad Sharma (DIN:00175393)**

Shri Mahabir Prasad Sharma (DIN:00175393) is commerce graduate and having more than 35 years of experience in account, finance etc. The Company will benefit from his knowledge and experience.

**Item No. 5 to 6**

With the enactment of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors decided that Shri Ramkrishna Shriya (DIN:00027388) and Smt. Anita Bhartiya (DIN:01579145) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Ramkrishna Shriya (DIN:00027388):**

Shri Ramkrishana Shriya has vast experience of more than 60 years in the functional area of business. The Company will benefit from his rich experience. He is also on board of Holistic Corporate Services Private Ltd.

❖ **Smt. Anita Bhartiya (DIN:01579145)**

Smt. Anita Bhartiya is a Commerce graduate with first class from Mumbai University. She has experience in the filed of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. The Company will benefit from her knowledge. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 4 to 6 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

Further, in the opinion of the Board, the proposed appointment of Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Directors is independent of the management.

Your Directors commend the resolutions for your approval.

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## DIRECTORS' REPORT

To  
The Members,  
**BAJRANG FINANCE LIMITED**

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31<sup>st</sup> March, 2014.

The financial results are:

<b>Financial Results</b>	<b>(₹ In Lacs)</b>	
	<b>2013 – 2014</b>	<b>2012 – 2013</b>
Gross Income	<b><u>47.50</u></b>	<u>37.18</u>
Net Profit /(Loss)	<b><u>(67.98)</u></b>	20.43
Balance brought forward	<b><u>151.41</u></b>	<u>140.98</u>
	<b><u>83.42</u></b>	<u>161.41</u>
Transfer to General Reserve	--	10.00
Net surplus in the Statement of Profit & Loss	<b><u>83.42</u></b>	<u>151.41</u>
	<b><u>83.42</u></b>	<u>161.41</u>

### **DIRECTORS:**

Shri Vinod C. Jalan (DIN:00087424) retires by rotation and is to be re-appointed.

### **AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) are eligible to hold the office for a period of three years, upto 2017.

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting, to be scheduled in 2017.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review, there were no foreign exchange earnings and outgo.

### **PARTICULARS OF EMPLOYEES:**

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

On the basis of compliance certificates received from the concerned executives of the respective Divisions of the Company and subject to disclosures in the annual accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, the Directors state that:

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

**APPRECIATION:**

Your Directors appreciate the faith you have reposed in the Company and are confident that the Company can depend upon your continued support in its endeavour to grow.

**Registered Office:**

REMI HOUSE  
Plot No.11, Cama Industrial Estate,  
Goregaon (East), Mumbai-400 063

Dated: 14<sup>th</sup> August, 2014

**ON BEHALF OF THE BOARD**

**(VINOD C. JALAN)  
CHAIRMAN**

## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of **Bajrang Finance Limited**.

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Bajrang Finance Limited (the company), which comprise the balance sheet as at 31 March 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect Section 133 of the Companies Act, 2013. 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 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 31 March 2014;

- b. in the case of the statement of profit and loss, of the loss for the year ended on that date; and
- c. in the case of the cash flow statement, of the cash flows 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 purpose of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - c. The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - e. On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS,  
( Firm Registration No.110560W )**

**Sd/-**

**(M. B. DESAI)  
PARTNER**

PLACE : MUMBAI  
DATED : 30<sup>TH</sup> MAY, 2014

**Membership Number 33978**

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

### **( REFERRED TO IN PARAGRAPH 1 UNDER "REPORT ON OTHER REGULATORY REQUIREMENTS" SECTION OF OUR REPORT OF EVEN DATE )**

- (i) The Company does not own any fixed assets.
- (ii) (a) It is reported that the inventories of shares etc., wherever applicable have been physically verified by the management at reasonable intervals during the year.  
  
(b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventories of shares etc., wherever applicable followed by the management are reasonable and adequate in relation to the size of company and the nature of its business.  
  
(c) The Company has maintained proper records of inventories of shares etc. and as explained to us there were no material discrepancies notified on physical verification of inventories as compared to the book records.
- (iii) (a) According to information and explanations given to us, the Company has not granted any loan, secured or unsecured, to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraph 4 (iii)(a), (b), (c) and (d) of the Order are not applicable to the Company.  
  
(b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 during the year. Accordingly clauses (iii) (e), (f) & (g) of paragraph 4 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventories of shares etc; fixed assets and also to the sale of shares etc. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.

Contd.....2.

- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The central Govt. has not prescribed the maintenance of cost records under section 209 of the Companies Act, 1956.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales-tax, Wealth tax, Custom Duty, Excise Duty, Service Tax, Cess and other material statutory dues wherever applicable to it and there were no undisputed arrears as at 31st March 2014 for a period of more than six months from the date they become payable.  
  
(b) According to the information and explanations given to us, there were no disputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales-tax, Wealth tax, Custom Duty, Excise Duty, Service Tax, Cess and other material statutory dues wherever applicable to it as at 31st March, 2014.
- (x) The Company has no accumulated losses but has incurred cash losses during the financial year covered by our audit. However, there were no cash losses in the immediately preceding financial year.
- (xi) According to information and explanations given to us, there are no loans from financial institutions or banks, and there are no outstanding debentures.
- (xii) In our opinion and according to information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is not a nidhi, mutual benefit fund or a society.
- (xiv) The company is dealing or trading in shares, debentures etc. and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts in respect of such trading. All shares, debentures etc. have been held by the company in its own name except to the extent of the exemption u/s 49 of the Companies Act, 1956.
- (xv) The company has not given any Guarantee for loans taken by others from banks or financial institution.
- (xvi) The Company has not taken any term loan during the year.

- (xvii) According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company as at 31<sup>st</sup> March 2014, we are of the opinion that no funds raised on short term basis have been used for longterm purposes by the Company.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year under report.
- (xix) The company has not issued any debentures, hence clause 4 (xix) of the Companies (Auditors' Report) orders, 2003 is not applicable to the Company.
- (xx) The Company has not raised any money by public issue during the year under report.
- (xxi) To the best of knowledge and belief, and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS,  
( Firm Registration No.110560W )**

**Sd/-**

PLACE : MUMBAI  
DATED : 30<sup>TH</sup> MAY, 2014

**(M. B. DESAI)  
PARTNER  
Membership Number 33978**

# BAJRANG FINANCE LIMITED

## BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Note No	As at 31st March 2014 Amount( ₹ )	As at 31st March 2013 Amount( ₹ )
<b>I. EQUITY AND LIABILITIES:</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	14,000,000	14,000,000
(b) Reserves and Surplus	3	45,083,201	51,881,485
		59,083,201	65,881,485
<b>(2) Current Liabilities</b>			
(a) Trade Payables		3,587	18,134
(b) Other Current Liabilities	4	2,505,980	75,968
(c) Short-Term Provisions	5	476,276	-
		2,985,843	94,102
<b>Total</b>		<b>62,069,044</b>	<b>65,975,587</b>
<b>II. ASSETS:</b>			
<b>(1) Non-Current Assets</b>			
(a) Non-Current Investments	6	11,583,007	30,683,281
(b) Deferred Tax Assets (net)	7	8,161,767	6,586
(c) Long Term Loans and Advances	8	37,500	21,037,500
		19,782,274	51,727,367
<b>(2) Current Assets</b>			
(a) Inventories	9	42,355	64,855
(b) Trade Receivables	10	-	1,245,670
(c) Cash and Cash Equivalents	11	209,994	3,318,558
(d) Short-term Loans and Advances	12	41,521,192	9,067,581
(e) Other Current Assets	13	513,229	551,556
		42,286,770	14,248,220
<b>Total</b>		<b>62,069,044</b>	<b>65,975,587</b>

### SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS 1

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

Sd/-

Sd/-

**M.B.DESAI**  
**PARTNER**  
( Membership No.33978 )

**NIRMAL MURARKA**  
**DIRECTOR**  
DIN:00192744

**VINOD C. JALAN**  
**DIRECTOR**  
DIN: 00087424

PLACE : MUMBAI  
DATED : 30TH MAY, 2014

# BAJRANG FINANCE LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No	For the Year Ended 31st March 2014 Amount( ₹ )	For the Year Ended 31st March 2013 Amount( ₹ )
<b>I. Revenue from Operations</b>			
Interest Received		4,709,471	3,677,320
		4,709,471	3,677,320
<b>II. Other Income</b>			
Dividend Income		40,581	40,580
<b>II. Total Revenue (I +II)</b>		<b>4,750,052</b>	<b>3,717,900</b>
<b>III. Expenses:</b>			
Changes in Inventories of Stock-in-Trade	14	22,500	7,513
Employees' Benefit Expenses	15	255,195	231,162
Other Expenses	16	18,179,723	437,150
<b>Total Expenses</b>		<b>18,457,418</b>	<b>675,825</b>
IV. Profit before Tax		(13,707,366)	3,042,075
V. Tax Expense:			
(1) Current Tax		1,250,000	1,000,000
(2) Deferred Tax / ( Credit )		(8,155,181)	(941)
(3) Excess / ( Short ) Provision of I.Tax earlier year w / back		3,901	-
VI. Profit for the Period		(6,798,284)	2,043,016
VIII. Earning per Equity Share [Nominal Value of Share Rs. 10/-each			
(1) Basic		(4.86)	1.46
(2) Diluted		(4.86)	1.46

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS 1

THE ACCOMPANYING NOTES ARE IN AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

Sd/-

M.B.DESAI  
PARTNER  
( Membership No.33978 )

Sd/-

NIRMAL MURARKA      VINOD C. JALAN  
DIRECTOR                      DIRECTOR  
DIN:00192744              DIN: 00087424

PLACE : MUMBAI  
DATED : 30TH MAY, 2014

# **BAJRANG FINANCE LIMITED**

## **CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

( ₹ In Lacs )

	2013-2014	2012-2013
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / ( Loss ) before tax and extra - ordinary items	(137.07)	30.42
<b>Adjustment For</b>		
Dividend & Other Income	(0.41)	(0.41)
Capital Loss	175.82	-
<b>Operating Profit before Working Capital Changes</b>	<b>38.34</b>	<b>30.01</b>
<b>Adjustment For</b>		
Trade and other receivables	(101.70)	4.04
Inventories	0.22	0.08
Trade Payable and Provision	28.92	(2.50)
<b>Cash Generated from Operations</b>	<b>(34.22)</b>	<b>31.63</b>
Direct Taxes Paid	(12.50)	(10.00)
<b>Cash flow before extra ordinary items</b>	<b>(46.72)</b>	<b>21.63</b>
Extra ordinary Items	0.04	-
<b>Net Cash from operating Activities (A)</b>	<b>(46.68)</b>	<b>21.63</b>
<b>B. CASH FLOW FROM INVESTMENTS ACTIVITIES</b>		
Sale of Investments	39.39	-
Purchase of Investments	(24.21)	(0.05)
Dividend Income & Other Income	0.41	0.41
<b>Net Cash used in Investing Activities (B)</b>	<b>15.59</b>	<b>0.36</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Equity Shares Issued	-	-
Proceeds from Share Application Money	-	-
<b>Net Cash used in Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Cash and Cash Equivalents</b>	<b>(31.09)</b>	<b>21.99</b>
Cash & Cash Equivalents as at (Closing Balance)	2.10	33.19
Cash & Cash Equivalents as at (Opening Balance)	33.19	11.20
<b>Net Increase/Decrease in Cash and Cash Equivalents</b>	<b>31.09</b>	<b>(21.99)</b>

**Notes :** 1) The Cash flow has been prepared under the " Indirect Method " as set out in accounting standard -3 on Cash Flow Statement notified by the companies ( Accounting Standards ) Rules, 2006.

2) Figures in brackets represent outflows.

**AS PER OUR REPORT OF EVEN DATE  
FOR SUNDERLAL DESAI & KANODIA  
( Firm Registration No.110560W )**

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

Sd/-

Sd/-

( M. B. DESAI )  
PARTNER  
( Membership No.33978 )

NIRMAL MURARKA  
DIRECTOR  
DIN:00192744

VINOD C. JALAN  
DIRECTOR  
DIN: 00087424

PLACE : MUMBAI  
DATED : 30TH MAY, 2014

## **BAJRANG FINANCE LIMITED**

### **NOTE -1 : NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**

#### **1.1 SIGNIFICANT ACCOUNTING POLICIES**

a) **BASIS OF ACCOUNTING**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards specified by the Institute of Chartered Accountants of India.

b) **FIXED ASSETS & DEPRECIATION**

The Company does not own fixed assets.

c) **INVESTMENTS**

Long term investment are stated at cost or fair value, whichever is less, temporary fall in market value, if any, is not provided for. Current Investments are carried at cost or fair value whichever is less.

d) **DIVIDEND**

Dividend income is accounted for as and when right to receive is established.

e) **INTEREST**

Interest income is accounted on accrual basis.

f) **TAXES**

Income Tax expense for the year comprises of current tax and deferred tax, if any Current tax provision has been determined on the basis of reliefs, deductions available under the Income Tax Act. Deferred Tax, if any is recognized for all timing differences, subject to the consideration of prudence applying the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the asset will be realised in future.

g) **IMPAIRMENT**

Impairment of assets are assessed at each Balance Sheet date and loss is recognized wherever the recoverable amount of an assets is less than its carrying amount.

h) **PROVISIONS & CONTINGENT LIABILITIES**

Provisions are recognized where reliable estimate can be made for probable outflow of resources to settle the present obligation as result of past events and the same is reviewed at each balance sheet date.

Contingent liabilities are not provided for and are separately dealt with.

i) **INVENTORIES / STOCKS**

Stock in trade has been valued at cost or market value whichever is lower.

1.2 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.

1.3 Provisions of the Payment of the Gratuity Act, and the Employees' Provident Funds Act, 1952 are not applicable to the Company.

1.4 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

	As at 31-3-2014	As at 31-3-2013
<b>Deferred Tax Asset</b>	( ₹ )	( ₹ )
On account of Leave Salary	8,605.00	6,586.00
On Account Long Term Capital Loss	81,53,162.00	NIL
<b>Net Deferred Tax Asset</b>	<b>81,61,767.00</b>	<b>6,586.00</b>

1.5 **Earning per Share**

		As at 31-03-2014	As at 31-03-2013
a.	Weighted average number of equity share of Rs.10/- each		
	i) No. of shares at the beginning of the year	14,00,000	14,00,000
	ii) No. of shares at the end of the year	14,00,000	14,00,000
	Weighted average number of shares outstanding during the year.	14,00,000	14,00,000
b.	Net profit / (loss) after tax available for equity Shareholders	(67,98,284)	20,43,016
c.	Basic and diluted earning for equity share (in Rs.)	(4.86)	1.46

1.6 **Related parties disclosures:**

**Associate Companies**

Remi Securities Limited, Kuberkamal Industrial Investment Limited, Remi Finance & Investment Private Limited, Rajendra Finance Private Limited, Remi Fans Limited, Skyrise Mercantile Ltd (Formerly Remi Anupam Fans Limited) and Remi Electrical Industries Limited, Remi Elektrotechnik Ltd.

		31-03-2014 ( ₹ )	31-03-2013 ( ₹ )
a)	Interest Received	12,31,888.00	28,34,372.00
b)	Loan Given	64,25,000.00	1,11,60,000.00
c)	Loan outstanding at the year end	94,59,317.00	1,03,01,596.00

1.7 Previous year figures have been regrouped / rearranged, wherever necessary to control with current year's presentation.

# BAJRANG FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31 ST MARCH 2014

	As on 31-3-2014 Amount( ₹ )	As on 31-3-2013 Amount( ₹ )
<b>NOTE : 2</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
15,00,000 ( 15,00,000 ) Equity Shares Of Rs. 10/- Each	15,00,000	15,00,000
<b>ISSUED, SUBSCRIBED AND PAID UP :</b>		
14,00,000 ( 14,00,000 ) Equity Shares of Rs. 10/- each	14,00,000	14,00,000
<b>TOTAL</b>	<b>14,00,000</b>	<b>14,00,000</b>

## A) Terms/ Rights Attached to Equity Shares:

i) The company has only one class of equity shares having par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.

ii) In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## B) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2014	No. of shares as on 31st March 2013
Opening as on 1st April	1,400,000	1,400,000
<b>Closing as on 31st March</b>	<b>1,400,000</b>	<b>1,400,000</b>

## C) Details of Shareholders holding more than 5% Shares of the Company:-

Name of the Shareholder	No. of shares as on 31st March 2014	No. of shares as on 31st March 2013
FULIDEVI SARAF FAMILY TRUST	197,000	197,000
HANUMAN FORGING AND ENGINEERING PVT LTD.	70,000	70,000
USHITA TRADING & AGENCIES LIMITED	-	200,000
REMI SALES & ENGG. LTD.	220,200	220,200
KUBERKAMAL INDL. INVTS. LTD	290,150	290,150
REMI SECURITIES LTD.	270,350	290,350

	As on 31-3-2014 Amount( ₹ )	As on 31-3-2013 Amount( ₹ )
<b>NOTE : 3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>a) Securities Premium Reserve :-</b>		
- Balance as per last Balance Sheet	18,000,000	18,000,000.00
<b>Closing Balance</b>	<b>18,000,000</b>	<b>18,000,000</b>
<b>b) Capital Reserve</b>		
Balance as per last Balance Sheet	240,740	240,740
	240,740	240,740
<b>c) General Reserve :-</b>		
- Opening Balance	18,500,000	17,500,000
- Add: Transferred from surplus balance in statement of profit & loss	-	1,000,000
<b>Closing Balance</b>	<b>18,500,000</b>	<b>18,500,000</b>
<b>d) Surplus :-</b>		
- Opening Balance	15,140,745	14,097,729
- Add: Profit for the period	(6,798,284)	2,043,016
- Less: Appropriations:		
- Transferred to General reserve	-	1,000,000
<b>Net surplus in the statement of Profit &amp; Loss</b>	<b>8,342,461</b>	<b>15,140,745</b>
<b>Total Reserves and Surplus</b>	<b>45,083,201</b>	<b>51,881,485</b>

	As on 31-3-2014 Amount( ₹ )	As on 31-3-2013 Amount( ₹ )
<b>NOTE : 4</b>		
<b>OTHER CURRENT LIABILITIES</b>		
TDS Payable	10,750	3,652
Profession Tax Payable	200	700
Other Liabilities	2,441,142	25,941
Provision for Employees' Benefits	53,888	45,675
<b>Total</b>	<b>2,505,980</b>	<b>75,968</b>
<b>NOTE : 5</b>		
<b>SHORT TERM PROVISION</b>		
Provision for Taxation ( Net of Advance Tax & TDS )	476,276	-
<b>Total</b>	<b>476,276</b>	<b>-</b>
<b>NOTE : 6</b>		
<b>NON CURRENT INVESTMENTS</b>		
<b>- Investments in Equity Shares of Associate Companies</b>		
<b>a) Quoted and Non Trade</b>		
269700 ( 269700 ) Equity shares of ₹ 10/- each fully paid up of Kuberkamal Industrial Investments Ltd.	884,120	884,120
63084 ( 63084 ) Equity shares of ₹ 10/- each fully paid up of Remi Edelstahl Tubulars Ltd	1,031,254	1,031,254
96000 ( 91000 ) Equity shares of ₹ 10/- each fully paid up of Remi Sales & Engg.Ltd.	540,165	466,300
340000( 340000 ) Equity shares of ₹ 10/- each fully paid up of Remi Securities Ltd.	1,082,817	1,082,817
1144640 ( 1144640 ) Equity shares of ₹ 10/- each fully paid up of Remi Elektortechnik Ltd	368,173	368,173
<b>b) Unquoted and Non Trade</b>		
6500 ( 6500 ) Equity shares of ₹ 10/- each fully paid up of Remi Car Fans Ltd	65,000	65,000
50890 ( 50890 ) Equity shares of ₹ 10/- each fully paid up of Rajendra Finance Pvt.Ltd.	503,886	503,886
9600 ( 9600 ) Equity shares of ₹ 10/- each fully paid up of Remi International Ltd.	48,000	48,000
60000 ( 60000 ) Equity shares of ₹ 10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	579,212	579,212
21000 ( 21000 ) Equity shares of ₹ 10/- each fully paid up of Remi Fans Ltd.	210,000	210,000
20000 ( 1000 ) Equity shares of ₹ 10/- each fully paid up of Remi Fans Ltd ( P.Y.1000 Equity Shares of ₹100/- each fully paid up of Remi Cool Fans Ltd. )	305,000	305,000
15840 ( 1440 ) Equity shares of ₹ 10/- each fully paid up of Remi Fans Ltd ( P.Y. 1440 Equity Shares of ₹ 100/- each fully paid up of Remi Engineering Fans Ltd. )	223,800	223,800
12000 ( 10000 ) Equity shares of ₹ 10/- each fully paid up of Vishwakarma Job Works Ltd.	1,728,250	82,125
23500 ( 23500 ) Equity shares of ₹ 10/- each fully paid up of High Power Mercantile Ltd.	234,600	234,600
23500 ( 23500 ) Equity shares of ₹ 10/- each fully paid up of Vayudoot Trading Ltd.	250,680	250,680

	As on 31-3-2014 Amount( ₹ )	As on 31-3-2013 Amount( ₹ )
11500 ( 17965 ) Equity shares of ₹ 10/- each fully paid up of Skyrise Mercantile Ltd ( Formerly Remi Anupam Fans Ltd.)	-	-
9300 ( 9300 ) Equity shares of ₹ 10/- each fully paid up of Remi Auto Fans Ltd.	59,000	59,000
9990 ( 9990 ) Equity shares of ₹ 10/- each fully paid up of Remi Coach Fans Ltd.	99,900	99,900
18000 ( 18000 ) Equity shares of ₹ 10/- each fully paid up of Magnificent Trading Pvt Ltd.	180,000	180,000
<b>- Investments in Preference Shares of Associate Companies</b>		
21074 ( 21074 ) Pref. shares of ₹ 1000/- each fully paid up of Magnificent Trading Pvt Ltd.	1,056,355	1,056,355
20000 ( 20000 ) Pref. Shares of ₹ 1000/- each fully paid up of Calplus Trading Pvt Ltd.	1,002,510	1,002,510
<b>Investment in other Companies -a) Quoted and Non Trade</b>		
4387 ( 4387 ) Equity shares of ₹ 6/- each fully paid up of Rural Electrification Ltd.	460,635	460,635
10 ( 883090 ) Equity shares of ₹ 6/- each fully paid up of RMG Alloy Steel Ltd. ( Formerly Remi Metals Gujarat Ltd. )	-	21,439,314
<b>b) Unquoted and Non Trade</b>		
2500 ( 2500 ) Equity shares of ₹ 10/- each fully paid up of Hanuman Forging & Engineering Pvt Ltd.	25,000	25,000
500 ( 500 ) Equity shares of ₹ 10/- each fully paid up of Lalshminarayan Realfinvest Ltd.	5,000	5,000
1000 ( 1000 ) Equity shares of ₹ 10/- each fully paid up of Dholishakti Finance & Investments Ltd	10,500	10,500
4000 ( 1000 ) Equity shares of ₹ 10/- each fully paid up of Hanuman Freight & Carriers Pvt Ltd	629,050	10,000
10 ( 10 ) Equity shares of ₹ 10/- each fully paid up of Dholishakti Enterprises Pvt Ltd.	100	100
<b>Total</b>	<b>11,583,007</b>	<b>30,683,281</b>
i) Aggregate amount of Quoted investment .	4,367,164	25,732,613
ii) Aggregate amount of Unquoted investment.	7,215,843	4,950,668
iii) Aggregate Market Value of Quoted investment thereof.	30,563,611	33,253,200
<b>NOTE : 7</b>		
<b>DEFERRED TAX ASSETS</b>		
On Account of Employees' Benefits	8,605	6,586
On Account of Long Term Capital Loss	8,153,162	-
<b>Total</b>	<b>8,161,767</b>	<b>6,586</b>
<b>NOTE : 8</b>		
<b>LONG TERM LOAN &amp; ADVANCES</b>		
( Unsecured and considered good )		
Capital Advance	-	21,000,000
Security Deposits	37,500	37,500
<b>Total</b>	<b>37,500</b>	<b>21,037,500</b>
<b>NOTE : 9</b>		
<b>INVENTORIES</b>		
Stock - in - trade - Equity Shares	42,355	64,855
<b>Total</b>	<b>42,355</b>	<b>64,855</b>

	As on 31-3-2014 Amount( ₹ )	As on 31-3-2013 Amount( ₹ )
<b>NOTE : 10</b>		
<b>TRADE RECEIVABLE- OTHERS</b>		
( Unsecured and considered good )		
Outstanding for a period exceeding six months	-	-
Others	-	1,245,670
<b>Total</b>	-	1,245,670
<b>NOTE : 11</b>		
<b>CASH AND BANK BALANCE</b>		
CASH AND CASH EQUIVALENTS		
Balance with Banks	184,668	3,291,069
Cash on Hand	25,326	27,489
<b>Total</b>	209,994	3,318,558
<b>NOTE : 12</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
( Unsecured and Considered Good )		
Loans and advances to related parties	9,459,317	9,067,581
Loans and advances to others	32,061,875	-
<b>Total</b>	41,521,192	9,067,581
<b>NOTE : 13</b>		
<b>OTHER CURRENT ASSETS</b>		
MAT Credit Entitlement	513,229	505,687
Advance recoverable in cash or Kind or for value to be received	-	25,000
Advance & TDS ( Net of Provision )	-	20,869
<b>Total</b>	513,229	551,556
<b>NOTE : 14</b>		
<b>CHANGES IN INVENTORIES OF STOCK-IN-TRADE</b>		
Opening Stock - in - trade	64,855	72,368
Less - Closing Stock -in - trade	42,355	64,855
<b>Change</b>	22,500	7,513
<b>NOTE : 15</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salaries , Wages & Bonus	254,873	231,105
Staff Welfare Exp	322	57
	255,195	231,162
<b>NOTE : 16</b>		
<b>OTHER EXPENSES</b>		
Rent	75,000	75,000
Fee,Rates Taxes	14,300	4,000
Listing Fees to BSE	16,854	16,854
Directors Siting Fees	-	3,750
Legal & Prof. Fees	101,964	26,704
Long Term Capital Loss	17,582,274	-
Depository Charges	16,079	14,156
Donations	121,000	121,000
<b>Payment to Auditors</b>		
Audit Fees	28,090	28,090
Other Services ( Certification Fees )	8,427	8,427
Miscellaneous Expenditure	215,735	139,169
<b>Total</b>	18,179,723	437,150

**SIGNATURE TO NOTES 1 TO 16**

**AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA  
( Firm Registration No.110560W )**

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

Sd/-

**M.B.DESAI  
PARTNER  
( Membership No.33978 )**

Sd/-

**NIRMAL MURARKA      VINOD C. JALAN  
DIRECTOR                      DIRECTOR  
DIN:00192744              DIN: 00087424**

PLACE : MUMBAI  
DATED : 30TH MAY, 2014

# BAJRANG FINANCE LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
CIN: L65990MH1971PLC015344, Web.: [www.remigroup.com](http://www.remigroup.com), Email: [baj\\_igrd@remigroup.com](mailto:baj_igrd@remigroup.com),  
Ph.: 022-40589888, Fax: 022- 26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

## Sub: Process and Manner for Availing E-Voting Facility

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Tuesday, the 30<sup>th</sup> September, 2014, at 3.30 P.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The electronic voting particulars are set out below:

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password/ PIN</b>
101113		

The e-voting facility will be available during the following voting period;

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
From 9.00 a.m. of <b>22<sup>nd</sup> September, 2014</b>	Upto 5 p.m. of <b>24<sup>th</sup> September, 2014</b>

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Tuesday, the 30<sup>th</sup> September, 2014.**

## **INSTRUCTIONS FOR E-VOTING**

Members are requested to follow the instructions below to cast their vote through e-voting:

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch an internet browser by typing in the URL **<https://www.evoting.nsdl.com>**.
- (c) Click on "Shareholder - Login".
- (d) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **BAJRANG FINANCE LIMITED**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
- (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- (j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **[bajscrutinizer@gmail.com](mailto:bajscrutinizer@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.
- (k) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- (l) In case of any queries you may refer the frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.

### **Registered & Corporate Office:**

REMI HOUSE  
Plot No.11, Cama Industrial Estate,  
Goregaon (E) Mumbai – 400 063  
Ph. No.022-4058 9888  
Fax No.022-2685 2335  
Email: [rmi\\_igrd@remigroup.com](mailto:rmi_igrd@remigroup.com)

### **Registrar and Share Transfer Agent:**

Bigshare Services Private Limited  
Unit: **BAJRANG FINANCE LIMITED**  
E-2&3, Ansa Industrial Estate,  
Saki Vihar Road, Andheri (E)  
Mumbai – 400 072  
Ph. No.:022-2847 0652/ 4043 0200  
Fax No.:022-2847 5207  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

# BAJRANG FINANCE LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
CIN: L65990MH1971PLC015344, Web.: www.remigroup.com, Email: baj\_igrd@remigroup.com,  
Ph.: 022-40589888, Fax: 022- 26852335

## ATTENDANCE SLIP

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

DPID No.		Name & Address of the Registered Shareholder
Client ID No./Folio No.		
No. of Shares Held		

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **42<sup>nd</sup> ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Tuesday, the 30<sup>th</sup> September, 2014**, at 3.30 P.M.

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

## Form No. MGT-11

### PROXY FORM

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

Name of the member(s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.	Name :			
	Address :			
	E-mail Id :		Signature:	
2.	Name :			
	Address :			
	E-mail Id :		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42<sup>nd</sup> Annual General Meeting** of the Company, to be held on **Tuesday, the 30<sup>th</sup> September, 2014**, at 3.30 P.M. at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution

No.	Description
1.	Consideration of Financial Accounts for the year ended 31 <sup>st</sup> March, 2014 and the Directors' and Auditors' Reports thereon.
2.	Re-appointment of Shri Vinod C. Jalan as director, who retires by rotation.
3.	Appointment of M/s Sundarlal, Desai & Kanodia, as Auditors of the Company.
4.	Appointment of Shri Mahabir Prasad Sharma as Whole-Time Director (Key Managerial Personnel) of the Company.
5.	Appointment of Shri Ramkrishna Shriya as an independent director of the Company for a term of five years.
6.	Appointment of Smt. Anita Bhartiya as an independent director of the Company for a term of five years.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature of  
shareholder :

Signature of Proxy  
holder(s) :

Affix Re.1/-  
Revenue  
Stamp &  
(sign across)

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