

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourteenth Annual General Meeting** of the members of the Company will be held on Wednesday 3rd September, 2008 at 10:00A.M. at the Registered Office of the Company at 'Anandlok', 227, A.J.C. Bose Road, Kolkata – 700 020, to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2008 and the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.

B. SPECIAL BUSINESS

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT, Mr. Rahul Sarda, Director appointed in casual vacancy, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice pursuant to section 257 of the Companies

Act, 1956 be and is hereby appointed a Director of the Company liable to retire by rotation."

3. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to provisions of Section 224(1B), 224(2), 225(1) read with Section 190 of the Companies Act 1956, M/s S. Singhi & Associates, Chartered Accountants, Kolkata, be and are hereby appointed the Statutory Auditors of the Company in place of the retiring Auditors, M/s. B.P. Agarwal & Associates, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors be and hereby authorized to finalise remuneration plus out of pocket expenses, payable to them."

By Order of the Board

Place : Kolkata
Date : 24th day of June, 2008

Rahul Mitra
Company Secretary

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the Annual General Meeting.

- b) The Register of Members and Share Transfer Books of the Company will remain closed from 29th Day of August, 2008 to 3rd Day of September, 2008 (both days inclusive).
- c) Members holding shares in DEMAT form are requested to bring their client ID No. and DP ID No. for easier identification of their attendance at the meeting.

- d) Members holding shares in physical form are requested to notify any change in their address to the Company and always quote their Folio Number in all correspondences with the Company.

- e) Shareholders desiring any information as regards the Accounts are requested to write to the Company sufficiently in advance so as to enable the management to keep the information ready. They are also requested to bring a copy of the Annual Report at the Annual General Meeting.

- f) The Company is listed with Bombay Stock Exchange Limited & Calcutta Stock Exchange Association Limited and Listing Fees for the Year 2008-2009 has been paid.

By Order of the Board

Place : Kolkata
Date : 24th day of June, 2008

Rahul Mitra
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT (Pursuant to section 173(2) of the Companies Act, 1956)

The Following Explanatory Statement sets out all material facts relating to the Special Business under Item No. 2, Item No. 3 of the accompanying Notice dated 24th June, 2008.

In respect of Item No. 2

The Board of Directors of the Company at its meeting held on 22nd April, 2008 had appointed Mr. Rahul Sarda as Director of the Company, in the casual vacancy arising out of resignation of Mr. R.K. Saraogi from the Board of Directors of the Company. Pursuant to the provisions of Section 262 of the Companies Act, 1956, Mr. Rahul Sarda will hold office as Director upto the conclusion of the Fourteenth Annual General Meeting.

The Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 alongwith requisite deposit from a member signifying his intention to propose Mr. Rahul Sarda as a candidate for the office of Director. On appointment of Mr. Rahul Sarda as Director liable to retire by rotation, he will hold office as Non-Executive, Independent Director of the Company.

None of the Directors, except Mr. Rahul Sarda is in any way, concerned or interested in the resolution set out at item No.2 of the notice.

The resolution mentioned in item No.2 of the notice is recommended for your approval.

In respect of Item No. 3

M/s. B.P. Agarwal & Associates, Chartered Accountants, the Statutory Auditors who retire at the forthcoming Annual General Meeting have informed the Company their unwillingness to continue as the auditors of the Company for the financial year 2008-09.

In view of the above and on the recommendations of the Audit Committee, the Board of Directors has at its meeting held on 24th June, 2008 proposed the appointment of M/s. S. Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

The Company has received a letter from M/s. S. Singhi & Associates, Chartered Accountants, expressing their willingness to act as Auditors of the Company and confirmed that if appointed the said appointment would be in conformity to the provisions of Section 224(1B), 224(2), 225(1) read with Section 190 of the Companies Act 1956.

The approval of the shareholders is sought for the appointment of M/s. S. Singhi & Associates, Chartered Accountants, as the Statutory Auditors and to authorize the Board of Directors, subject to the recommendation of the Audit Committee, to determine the remuneration payable to the Auditors.

The Board recommends this resolution for your approval. No director is concerned or interested in the passing of this resolution.

By Order of the Board

Place : Kolkata
Date : 24th day of June, 2008

Rahul Mitra
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting Fourteenth Annual Report and the audited accounts of the Company for the year ended 31st March, 2008.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2008 is summarized below:

FINANCIAL RESULTS	Rs. in Lakhs	
	2007-08	2006-07
Profit Before Tax (PBT)	1.55	5.59
Provision for Current Tax	1.03	1.90
Fringe Benefit Tax	0.17	0.18
Less/(Add): Provision for Deferred Tax	(0.50)	(0.09)
Profit After Tax (PAT)	0.85	3.60
Less : Income Tax Adjustments for Earlier Years	—	0.22
Less : Adjustment for Employee Benefits as per AS 15 (Revised)	(1.08)	—
Balance Brought Forward	31.62	28.91
Profit Available for Appropriation	31.39	32.29

APPROPRIATIONS

Transfer to RBI Reserve Fund	0.17	0.68
Surplus carried to Balance Sheet	31.22	31.61

DIVIDEND

In view of non-availability of distributable profits and for conservation of funds, your Directors express their inability to recommend any dividend for the year.

BUSINESS OUTLOOK AND FUTURE PROSPECTS

In General, the outlook for the small NBFC's continues to remain uncertain. The ample liquidity in the economy and stiff competition from the Banking sector has considerably affected Company's business. The Company has made significant investment in equity capital of the other companies and expects decent return on capital over a longer time period.

FIXED DEPOSITS

The Company has not accepted any deposit under Section 58A of the Companies Act, 1956 during the year under Review.

DIRECTORS

During the year Mr. Rahul Sarada was appointed as a Director by the Board of Directors to fill in the casual vacancy caused due to resignation of Mr. R. K. Saraogi. As per the provisions of Section 262(2) of the Companies Act, 1956, Mr. Rahul Sarada holds the office of Director upto the conclusion of the ensuing Annual General Meeting. The Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 alongwith requisite deposit from a member signifying his intention to propose Mr. Rahul Sarada as a candidate for the office of Director. On appointment of Mr. Rahul Sarada as Director liable to retire by rotation, he will hold office as Non-Executive, Independent Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

The Directors hereby confirm:

- that in the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- that the selected accounting policies were applied consistently and the Directors 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 as at March 31, 2008 and of the profit or loss of the Company for the year ended on that date;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis.

AUDITORS

M/s. B.P. Agarwal & Associates, Chartered Accountants, the statutory auditors of the company who retire at the forthcoming Annual General Meeting have informed the Company their unwillingness to continue as the auditors of the Company for the financial year 2008-09. The Board of Directors at its meeting held on June 24, 2008 proposed the appointment of M/s. S.Singhi & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

The Company has received a letter from M/s. S.Singhi & Associates, Chartered Accountants, expressing their willingness to act as Auditors of the Company and confirmed that if appointed the said appointment would be in conformity to the provisions of Sections 224(2), 224(1B) & 225 read with Section 190 of the Companies Act 1956.

AUDITORS' REPORT

The observations made in the Auditors' Report are self-explanatory and do not require further clarification.

LISTING

The equity shares of the company were, hitherto, listed at the stock exchanges at Mumbai (BSE) and Kolkata (CSE). However, in view of consistently negligible trading at CSE and the continued listing at BSE, an Exchange having nationwide presence with trading terminals across the country, your Directors had recommended de-listing of the company's equity shares from CSE in terms of SEBI (Delisting of Securities) Guidelines, 2003, subject to approval of the shareholders. Subsequently, shareholders' approval was taken at the AGM for the year 2006-2007 and stipulated proceedings have been completed for the de-listing of the company's shares on CSE. However, the confirmation is still awaited from CSE as on date.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

As the company is engaged in financial services activities and there is no earning and outgo of foreign exchange, the disclosure required u/s 217(1)(e) of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT & REPORT ON CORPORATE GOVERNANCE

As required under the listing agreement with the Stock Exchanges, a Management Discussion and Analysis Report and a Report on Corporate Governance are annexed and form a part of this Report.

PARTICULARS OF EMPLOYEES

The company had no employee of category indicated u/s 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975 as amended from time to time.

ACKNOWLEDGEMENT

The Board expresses its deep gratitude and thanks to the regulatory authorities, clients, bankers, business associates and shareholders for their valuable contribution towards the progress of the Company. Your Directors particularly wish to place on record their sincere appreciation of the best efforts put in by the employees at all levels, but for which, the Company could not have achieved what it did during the year under review.

For and on behalf of the Board

Place : Kolkata
Date : 24th day of June, 2008

B.L. Rathi **V.K. Mohatta**
Director Managing Director

REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and on practices as followed by the Company.

(1) Company's Philosophy on Code of Governance

Your company firmly believes in and continues to practice good Corporate Governance. Over the years, your company has complied with broad principles of Corporate Governance through a strong emphasis on transparency, empowerment, accountability and integrity.

(2) Board of Directors

A. Composition, details of Board Meeting & Attendance at Board Meeting and last AGM and details of membership of Directors in other Boards and Board Committees:

At present, the Board of Directors comprises of 4 Directors.

During the year, 5 (Five) Board Meetings were held on 20.04.2007, 29.06.2007, 30.07.2007, 30.10.2007, 29.01.2008.

The composition of the Board of Directors and their attendance at the Meetings during the year and at the last Annual General Meeting as also number of other directorships / memberships of committees are as follows:

Name of the Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM	No. of Directorship held		No. of outside Committees	
					Public	Private	Member	Chairman
Mr. B. L. Rathi	Promoter Director	Non-Executive	5	Yes	—	2	—	—
Mr. V. K. Mohatta	Managing Director	Executive	5	Yes	—	2	—	—
Mr. R. K. Saraogi**	Independent Director	Non - Executive	5	Yes	2	—	—	—
Mr. Sanjay Kr. Modi	Independent Director	Non - Executive	5	Yes	1	1	—	—

** Mr. R.K. Saraogi has resigned from the Board of Directors w.e.f 22nd April, 2008. Mr. Rahul Sarda has been appointed as Non-Executive Independent Director in Casual Vacancy w.e.f. 22nd April, 2008.

B. Directors' Interest in the Company & Remuneration:

Given below are the details of actual payments made during the financial year 2007– 08 to the directors of the Company:

Name of the Director	Relationship with Other Directors	Salaries & Perquisites (Rs. In Lacs)	Sitting Fees for Board and Committee Meetings (Rs. In Lacs)
Mr. B. L. Rathi	—	—	0.255
Mr. V. K. Mohatta	—	1.76	—
Mr. R. K. Saraogi*	—	—	0.255
Mr. Sanjay Kr. Modi	—	—	0.175

* Resigned from the Board with effect from 22nd April, 2008

3. Appointment and Re-Appointment of Directors:

Additional information on directors recommended for appointment at the Annual General Meeting:

Mr. Rahul Sarda

Mr. Rahul Sarda aged 45 years, a Commerce graduate is into the business of Land Development and Designing. He brings with him rich experience of over 15 years.

Mr. Rahul Sarda does not hold directorship and committee membership in any other company.

Shareholding in the Company : NIL Equity Shares

4. COMMITTEES OF THE BOARD

A. **Audit Committee:** The financial policies are monitored, reviewed or approved by this committee.

Broad Terms of Reference

The terms of reference of the Audit Committee include:

- To review the Company's financial reporting process and its financial statements
- To review the accounting and financial policies and practices
- To review the efficacy of the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the internal and statutory auditor, and ensure that suitable follow-up action is taken.
- To examine accountancy, taxation and disclosure aspects of all significant transactions.

Composition

The Audit Committee presently comprises of three Members and the Chairman is an Independent, Non-Executive Director:

- Mr. Rahul Sarada** – Chairman & Non-Executive Independent Director
- Mr. B. L. Rathi – Promoter and Non -Executive Director
- Mr. Sanjay Modi – Non-Executive Independent Director

****Mr. Rahul Sarada was appointed to the committee on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.**

Meetings & Attendance

The committee held 5 (Five) meetings during FY 2006-07 on 20.04.2007, 29.06.2007, 30.07.2007, 30.10.2007, and 29.01.2008.

Name of Director	Category	No. of meetings attended
Mr. R. K. Saraogi **	Chairman, Non-Executive Independent Director	5
Mr. B. L. Rathi	Promoter , Non-Executive Director	5
Mr. Sanjay Modi	Non-Executive Independent Director	5
Mr. V.K. Mohatta*	Managing Director	—

* Discontinued as Member of Audit Committee from 20.04.2007

****Mr. Rahul Sarada was appointed to the committee on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.**

The broad functions of the Audit Committee are in conformity with the requirements of the Companies Act, 1956 and the Listing Agreement.

B. Remuneration Committee

Brief Description of Terms of Reference

- To review, assess and recommend the appointment of whole-time directors.
- To periodically review the remuneration package of whole-time directors and recommend suitable revision to the Board.

Composition

The Committee comprises of four directors:

- Mr. Rahul Sarada ** - Chairman & Non-Executive Independent Director
- Mr. V.K. Mohatta - Managing Director
- Mr. B. L. Rathi - Promoter and Non-Executive Director
- Mr. Sanjay Modi* - Non-Executive, Independent Director

***Mr. Sanjay Modi was appointed to the committee in place of Mr. J.K. Malpani who resigned w.e.f 18.04.2007.**

****Mr. Rahul Sarada was appointed to the committee on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.**

Meetings & Attendance

The committee is empowered to discuss and submit its recommendation to the Board in respect of the remuneration packages, if any for executive directors. The Committee met once on 29th June, 2007 during the financial year.

Remuneration to Directors

A. Executive Directors

Name	Designation	Remuneration paid (Rs.)
Mr. V.K. Mohatta	Managing Director	1,76,000

B. Non Executive Directors

Name	Designation	Sitting Fee paid (Rs.)	Total (Rs.)
Mr. B.L. Rathi	Promoter Director	25,500	25,500
Mr. Sanjay Modi	Independent Director	17,500	17,500
Mr. R.K. Saraogi*	Independent Director	25,500	25,500

***Mr. Rahul Sarada was appointed to the committee on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.**

The Executive Director is not paid any sitting fee. The company does not pay any remuneration except sitting fee to its Non-Executive Director/s.

C. Share Transfer and Shareholders' / Investors' Grievances Committee:

Brief Description of Terms of Reference

To approve inter-alia, transfer/transmission of shares, issues of duplicate share certificates and review the status of investors' grievance and redressal mechanism and recommend measures to improve the level of investor services.

Composition

Presently it comprises of three Directors

- Mr. B.L.Rathi - Chairman & Non-Executive Director
- Mr. V.K. Mohatta - Managing Director
- Mr. Sanjay Modi - Non-Executive Independent Director

****The committee was re-constituted on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.**

Mr. Rahul Mitra, Company Secretary acts as the Compliance Officer.

Meetings & Attendance

The Shareholders' Committee met 7 (Seven) times during the year on 16.04.2007, 16.10.2007, 1.11.2007, 30.11.2007, 15.01.2008, 12.02.2008, 31.03.2008.

The attendance at the Committee Meetings was as under:

Name of Director	Number of Meetings attended
Mr. B.L. Rathi	7
Mr. R.K. Saraogi*	7

*The committee was re-constituted on resignation of Mr. R.K. Saraogi from the Board w.e.f. 22.04.2008.

Details of Shareholders' Complaints received, not solved and pending share transfers

The company received NIL complaints during the year. There were no complaints pending as on 31.03.2008.

5. General Body Meetings:

Location and time of the General Body Meetings held during last three years are as follows:

Year	Type	Location	Date	Time
2004 – 2005	AGM	"Anandlok" 227, AJC Bose Road, Kolkata – 20	26.09.05	10.00 a.m.
2005 – 2006	AGM	"Anandlok" 227, AJC Bose Road, Kolkata – 20	21.09.06	10.00 a.m.
2006 - 2007	AGM	"Anandlok" 227, AJC Bose Road, Kolkata - 20	14.09.07	10.30 a.m

No Special Resolution was passed through postal ballot last year. No postal ballot is proposed to be conducted this year.

6. Disclosures:

- (i) **Related Party transactions:** The statutory disclosure requirements relating to related party transactions have been complied with in the Annual Accounts (Schedule - 8). There were no material transactions during the year 2007 – 2008, which were prejudicial to the interest of the Company.
- (ii) **Statutory compliance, Penalties and Strictures:** The Company complied with the requirements of the Stock Exchanges/SEBI/ Statutory Authorities on all matters related to the capital market during the last three years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, the SEBI or any Statutory authority relating to above.
- (iii) **Code of Ethics and Business Conduct for Directors and Senior Management:** The Company has adopted a Code of Ethics and Business Conduct applicable to all its directors, officers and employees, a copy of which is available on the company's website www.vintage-securities.com. The CEO has affirmed the compliance of the same.

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and ethics for Directors and Senior Management in respect of the financial year 2007-2008.

Date: 24th day of June, 2008

Managing Director (V.K. Mohatta)

7. Means of Communication:

The quarterly, half-yearly and annual financial results of the Company are forwarded to Calcutta and Bombay Stock Exchanges and are published in one English Daily and one Bengali Daily. The results are also available at its website, www.vintage-securities.com and sebi website, www.sebidifar.nic.in

8. Shareholder Information:

(i) 14th Annual General Meeting:

Date : 3rd September, 2008.

Time : 10.00 a.m.

Venue : "Anandlok" 227 A.J.C. Bose Road, Kolkata – 700 020

(ii) Financial Calendar : April 2008 to March 2009

Publication of results for the Financial Year 2008-09

First Quarter results : Before 31st July, 2008

Second Quarter and half- yearly results : Before 31st October 2008

Third Quarter results : Before 31st January 2009

Fourth Quarter results and results for the year ending on 31.03.2009 : During June 2009

(iii) Book Closure :

From 29.08.2008 to 03.09.2008 (both days inclusive)

(iv) Listing on Stock Exchanges and Stock Code:

The Equity shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Address	Scrip Code No
The Calcutta Stock Exchange Association Ltd.	7 Lyons Range, Kolkata-700001	10032036
The Bombay Stock Exchange Ltd	P.J.Towers, Dalal Street, Mumbai-400001	531051
ISIN Number for NSDL and CDSL	INE153C010015	

Annual Listing fees has been paid to the Stock Exchanges for the financial year 2008-2009.

(v) Market Price Data:

Monthly high and low quotation of shares traded on the Bombay Stock Exchange Ltd for the year 2007-2008:

Month	High Price (Rs.)	Low Price (Rs.)	Month	High Price (Rs.)	Low Price (Rs.)
April	3.97	2.86	October	—	—
May	3.98	3.00	November	7.35	4.30
June	4.20	3.41	December	11.34	7.40
July	4.12	3.75	January	13.11	7.78
August	5.00	4.23	February	9.33	7.69
September	4.77	4.12	March	8.36	7.56

(vi) Registrar & Share Transfer Agent

Niche Technologies Pvt. Ltd.
D-511, 5th Floor, Bagree Market,
71, B.R.B. Basu Road,
Kolkata-700 001.

(vii) Distribution of Shareholding as on 31st March 2008.

No. of Equity Shares held		No. of Shareholders	% age of Shareholders	Total No. of Shares	% age of Share Holding
From	To				
1	- 500	872	75.3673	178441	4.8664
501	- 1000	132	11.4088	118071	3.2200
1001	- 5000	109	9.4209	263794	7.1941
5001	- 10000	13	1.1236	109250	2.9794
10001	- 50000	14	1.2100	293244	7.9973
50001	- 100000	9	0.7779	696200	18.9866
100001	and above	8	0.6915	2007800	54.7562
Total		1157	100.000	3666800	100.000

Categories of Shareholders as on 31st March 2008.

Category	No. of Shares held	% to paid-up Capital
Promoters, Relatives and Associates	1886699	51.454
Financial & Investment Institutions	—	—
Mutual Funds	—	—
Non-Resident Individuals	—	—
Bodies Corporate [other than covered in (a) & (b) above]	874776	23.857
Resident Individuals	900300	24.553
Others (Clearing Member/Corp.)	5025	0.136
Total	3666800	100.000

(viii) Dematerialisation of Shares:

The Equity shares of the Company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services of India Ltd. (CDSL). The equity shares of the company have been notified by SEBI for settlement only in the demat form. At present 69.47% of the company's equity shares are held in dematerialized form. The break-up of shares held in demat and physical form is given hereunder:

	As on 31 st March 2008	
Issued Capital	No. of shares	% age
Paid Up Capital	3666800	100.00
(i) NSDL	2436633	66.45
(ii) CDSL	110652	3.02
Total :	2547285	69.47
(iii) Physical	1119515	30.53
Grand Total :	3666800	100.00

(ix) Secretarial Audit for Reconciliation of Capital:

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(x) Office Location:

Vintage Securities Limited
"Anandlok" 227, AJC Bose Road, Kolkata 700 020 (West Bengal)

(xi) Share Transfer System:

Shares are transferred at the meeting of the "Shareholders' / Investors' Grievance Committee" of the Directors which meets at frequent intervals.

(xii) Address for Correspondence:

Investors' correspondence may be addressed to:

The Company Secretary and Compliance Officer

Vintage Securities Limited, 227, AJC Bose Road, 4th Floor, Kolkata-700 020.

Phone Nos. 033-22800101 Fax No. 033-22909605 or

E-mail: vintage@vsnl.net

OR

M/s. Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 71 BRB Basu Road, Kolkata-700 001.

Phone No. 033-22353070/22357271.

An exclusive e-mail id is created to redress the complaints of the investors instantly. Now the investors can redress their grievance by sending their mails to compliancevsl@gmail.com

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

The non-banking financial services (NBFC) industry constitutes of few large companies with national and international presence and few small companies with regional focus. These NBFC's provide fund based and fee based services catering both to retail and non-retail markets as well as investing in potentially growing and value creating companies.

The positive GDP growth forecasts of the Indian economy will continue to provide several attractive growth opportunities. However, there are very limited opportunities for smaller companies at present and our business growth is likely to remain restricted in the near term.

Business Opportunities and Threats

Competition from financial institutions as well as banks has been continuing, resulting in downward trend in the lending rates. Return on retail lending in general has not been attractive which is reflected in decrease in the income of the company.

Due to availability of very limited resources with the company, the growth prospects remain moderate.

Outlook

The company intends to maintain its focus on investments in shares, securities, mutual funds and infrastructure bonds.

Risks and concerns

The company is exposed to specific risks that are particular to its business and the environment, within which it operates, including interest rate volatility, economic cycle, market risk and credit risk. The company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

Internal control systems and their adequacy

The management ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

The company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets and that transactions are authorized, recorded and reported correctly. Any material change in the business outlook is reported to the board. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the capital budget.

The audit committee of the Board of Directors reviews the adequacy of internal controls.

Financial performance vis-à-vis Operational performance

Your company is a small sized, public limited, listed, non-banking finance company (NBFC). While the income levels of the company has remained stagnant, the administrative expenditure has been increasing. As a result, the profit after tax for the year has decreased to Rs. 85,432/- against profit after tax of Rs. 3,60,169/- for the previous year.

Fulfillment of RBI norms and standards

The company continues to fulfill all applicable norms and standards laid down by the Reserve Bank of India pertaining to prudential norms, income recognition, accounting standards, asset classification and provisioning of bad and doubtful debts as applicable to NBFC's.

Human resources

The company had six employees as on 31st march, 2008. The company has been reasonably successful in retaining its employees.

Cautionary statement

Statements in the Management Discussion and Analysis describing your company's position and expectations or predictions are "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. The company assumes no responsibility to publicly amend, modify or revise any forward statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Place : Kolkata

V. K. Mohatta

B. L. Rathi

Date : 24th day of June, 2008

Managing Director

Director

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, V K Mohatta, Managing Director and Rajiv Agarwal, Chief Financial Officer of Vintage Securities Ltd to the best of our knowledge and belief, certify that:

- 1) We have reviewed financial statements and cash flow statement for the year.
- 2) Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material or contain statements that might be misleading.
- 3) Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the company's affairs, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
- 4) To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- 5) We are responsible for establishing and maintaining internal controls, and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 6) We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of Directors:
 - a) significant changes in internal controls during the year;
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal controls system.

Place : Kolkata

V. K. Mohatta

Rajiv Agarwal

Date : 24th day of June, 2008

Managing Director

Chief Financial Officer

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To The Members of M/s VINTAGE SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **M/s Vintage Securities Limited** for the year ended March 31, 2008 as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

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

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

As required by the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, we state that in respect of investor grievances received during the year ended March 31, 2008, no investor grievances are pending against the company as per the records maintained by the company and presented to the Shareholders / Investors Grievance Committee of the company.

We further assure 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. P. AGARWAL & ASSOCIATES.**

Chartered Accountants

(Vishakha Kejriwal)

Partner

Place : Kolkata

Date : 24th day of June, 2008

Membership No. 061206

AUDITORS' REPORT

TO

THE MEMBERS OF

M/S. VINTAGE SECURITIES LIMITED

1. We have audited the attached Balance Sheet of **M/S. VINTAGE SECURITIES LIMITED**, 227, A. J. C. Bose Road, Kolkata-700 020 as at 31st March, 2008, the Profit and Loss Account of the company and the cash flow statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our Audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, (together the "Order"), issued by the Central Government of India in terms of Section 227(4A) of the Act and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further, 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 accounts as required by law have been kept by the company so far as it appears from our examination of the books of the company.
 - c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of accounts of the company.
 - d. In our opinion the Profit and Loss Account and the Balance Sheet comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - e. On the basis of written representations received from the Directors, as on 31st March, 2008, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet & the Profit & Loss Accounts read together with and subject to the Notes thereon and Schedules annexed thereto give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of the Balance Sheet of the state of affairs of the Company as on 31st March, 2008,
 - ii) In the case of the Profit and Loss Account of the profit of the company for the year ended as on that date, and
 - iii) In the case of cash flow statement, of the cash flows for the year ended as on that date.
5. As required by the "Non Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1998", we further state that we have submitted a Report to the Board of Directors of the Company containing a statement on the matters of supervisory concern to the Reserve Bank of India as specified in the said Directions, namely the following :-
 - i) The company, incorporated prior to January 9, 1997, has applied for registration as provided in section 451A of the Reserve Bank of India Act, 1934 (2 of 1934). The Company has been granted certificate of registration as NBFC by the Reserve Bank of India & the Registration no. is 05.00237 dated 20.02.98.
 - ii) The Board of Directors of the Company has passed a Resolution for non-acceptance of any public deposits.
 - iii) The Company has not accepted any public deposits during the year under reference.
 - iv) The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning of bad doubtful debts as applicable to it.

For **B. P. AGARWAL & ASSOCIATES**

Chartered Accountants

VISHAKHA KEJRIWAL

Partner

Membership No. : 061206

Place : Kolkata

Dated : 24th day of June, 2008

ANNEXURE TO AUDITORS' REPORT

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) The fixed assets of the Company have been physically verified by the management during the year. No discrepancies were noticed on such verification.
(c) There was no substantial disposal of Fixed Assets during the year.
2. The nature of the business of the company is dealing in shares and securities and financing activities. In view of the said nature of the business Accounting Standard 2 – “Valuation of Inventories” is not applicable to the company. Accordingly, clauses (ii)(a), (ii)(b) and (ii)(c) of paragraph 4 of the ‘Order’ are not applicable.
3. a. According to the information and explanations given to us the Company has granted unsecured loans to four companies, covered in the register maintained u/s 301 of the Companies Act, 1956. Out of these, loan granted to two parties have been squared off during the year. The amount involved in the transactions is Rs.25,24,709/-.
b. In our opinion and according to the explanation given to us, the rate of interest, wherever applicable and other terms and conditions are not, prima facie, prejudicial to the interest of the company.
c. According to the information and explanations given to us, the Company has been in regular receipt of principal and interest amount.
d. There is no overdue amount in respect of loans granted by the company.
e. The Company has not taken any loans secured or unsecured from companies, firms & other parties covered in the register maintained u/s 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of fixed assets. Further on the basis of our examination of the books of account and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct any major weaknesses in internal control system;
5. In our opinion and according to the information and explanations given to us, no contracts or arrangements as referred to in Section 301 of the Act have been entered into by the Company. Accordingly clauses (v)(a) and v (b) of paragraph 4 of the ‘Order’ are not applicable to the Company.
6. The Company has not accepted any deposits under the provisions of Section 58A and 58AA or any other relevant provisions of the Act and the rules framed there under.
7. According to the information and explanations given to us, the company does have an internal audit system commensurate with its size and nature of its business.
8. No cost record has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9. a. The Company is regular in depositing undisputed statutory dues in respect of Income tax, cess and any other statutory dues with the appropriate authorities. Provisions of the Employee’s Provident Fund and Miscellaneous Provisions Act and the Employee’s State Insurance Act are not applicable to the Company.
b. According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues, which have not been deposited on account of any dispute.
10. The Company has been registered for a period of more than five years and it has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current financial year and in the immediately preceding financial year.
11. The company has not defaulted in repayment of dues taken from bank.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit funds / nidhi / mutual benefit funds / societies are not applicable to it.
14. In our opinion, the company has maintained proper records of transactions and contracts in respect of trading in shares & other investments and timely entries have been made therein and the shares, securities, debentures and other securities have been held by the company, in its own name.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. The Company has not taken any term loans during the year under reference.
17. The Company has not raised any funds on short-term basis, which have been used for long term investment and vice-versa.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
19. The company has not raised any money by way of issue of debentures and thus it is not required to create any securities thereof.
20. The company has not raised any money by way of public issue during the year and therefore the said clause is not applicable to the company.

As per the information and explanations given to us and on the basis of examination of records, no material fraud on or by the Company was noticed or reported during the year.

BALANCE SHEET AS AT 31ST MARCH, 2008

	Schedule	Amount (Rs.) As At <u>31.03.2008</u>	Amount (Rs.) As At <u>31.03.2007</u>
SOURCES OF FUNDS			
Shareholders' Fund			
Share Capital	1	37,754,500	37,754,500
Reserves & Surplus	2	4,076,672	4,099,189
Loan Funds			
Secured Loan	3	89,452	173,682
Deferred Tax Liability			
Total		<u>41,920,624</u>	<u>42,061,715</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	2,065,166	2,065,166
Less : Depreciation		<u>1,003,736</u>	<u>877,219</u>
Net Block		1,061,430	1,187,947
Investments			
Current Assets, Loans & Advances	5	28,398,298	24,361,048
Inventories	6	50,772	51,443
Cash & Bank Balances	7	7,512,317	922,884
Loans & Advances	8	5,803,002	16,090,127
		<u>13,366,091</u>	<u>17,064,454</u>
Less: Current Liabilities & Provisions			
Current Liabilities	9	381,219	131,734
Provisions	10	540,000	420,000
		<u>921,219</u>	<u>551,734</u>
Net Current Assets		12,444,872	16,512,720
Deferred Tax Assets		16,024	—
Total		<u>41,920,624</u>	<u>42,061,715</u>
Accounting Policies and Notes on Accounts	13		

The Schedules referred to above form an integral part of the Accounts.

As per our report of even date attached
For **B. P. AGARWAL & ASSOCIATES**
Chartered Accountants

Vishakha Kejriwal
Partner
Membership No. 061206

Place : Kolkata
Date : 24th day of June, 2008

For and on behalf of the Board

V. K. Mohatta
Managing Director

B. L. Rathi
Director

Rajiv Agarwal
Chief Financial Officer

Rahul Mitra
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

	Schedule	Amount (Rs.) For the year ended 31.03.2008	Amount (Rs.) For the year ended 31.03.2007
INCOME			
Interest & Other Income	11	1,529,447	1,576,148
Increase/(Decrease) in Stock		(671)	969
TOTAL		1,528,776	1,577,117
EXPENDITURE			
Administrative & Other Expenses	12	1,247,195	890,142
Depreciation		126,517	124,955
Loss on Sale of Investments		—	3,282
TOTAL		1,373,712	1,018,379
Profit for the Year Before Tax		155,064	558,738
Provision for Income Tax			
- Current Tax		103,000	190,000
- Fringe Benefit Tax		17,000	18,000
- Less/ (Add): Deferred Tax		(50,368)	(9,431)
Profit for the Year After Tax		85,432	360,169
Add/(Less) : Prior Period Adjustment (Net)		—	—
Add/(Less) : Income Tax Adjustment (Earlier Yrs.)		—	(21,913)
Add : Profit Brought Forward		3,161,794	2,891,538
Less : Adjustment for Employee Benefits as per AS15 (Revised)		(107,949)	—
BALANCE AVAILABLE FOR APPROPRIATION		3,139,277	3,229,794
APPROPRIATIONS :			
Transfer to RBI Reserve Fund		17,000	68,000
BALANCE CARRIED FORWARD		3,122,277	3,161,794
		3,139,277	3,229,794
Basic & Diluted Earning Per Share		0.02	0.09

Accounting Policies and Notes on Accounts

13

The Schedules referred to above form an integral part of the Accounts.

As per our report of even date attached
For **B. P. AGARWAL & ASSOCIATES**
Chartered Accountants

Vishakha Kejriwal
Partner
Membership No. 061206

Place : Kolkata
Date : 24th day of June, 2008

For and on behalf of the Board

V. K. Mohatta
Managing Director

B. L. Rathi
Director
Rajiv Agarwal
Chief Financial Officer
Rahul Mitra
Company Secretary

CASH FLOW STATEMENT

Description	Year ended 31-03-2008 (Rs.)	Year ended 31-03-2007 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit after Taxes	85,432	360,169
Adjustment for :		
Depreciation	126,517	124,955
Provision for Taxation	103,000	(77,431)
Provision for FBT	17,000	—
Provision for Deferred Tax Asset	(50,368)	—
Adjustment for Employee Benefits	(107,949)	—
Income Tax for earlier years	—	(21,913)
Operating Profit before Working Capital Changes	<u>173,632</u>	<u>385,780</u>
Adjustment for :		
Inventories	671	(969)
Loans & Advances	10,287,125	4,084,881
Trade & Other Payable	249,485	14,510
Net Cash Flow from Operating Activities (A)	<u>10,710,913</u>	<u>4,484,202</u>
B. Cash Flow from Investing Activities		
Sale/ (Purchase) of Fixed Assets	—	(35,413)
Sale/ (Purchase) of Investments	(4,037,250)	(3,761,060)
Net Cash Flow from Investing Activities (B)	<u>(4,037,250)</u>	<u>(3,796,473)</u>
C. Cash Flow from Financing Activities (C)		
Proceeds from Issue of Share Capital/Calls in Arrear	—	44,500
Proceeds from long term borrowings	(84,230)	(79,313)
Net Cash Flow from Financing Activities (C)	<u>(84,230)</u>	<u>(34,813)</u>
Net Increase/(Decrease) in Cash and Equivalents	6,589,433	652,916
Cash & Cash Equivalents (Opening Balance)	922,884	269,968
Cash & Cash Equivalents (Closing Balance)	<u>7,512,317</u>	<u>922,884</u>

As per our report of even date attached
For **B. P. AGARWAL & ASSOCIATES**
Chartered Accountants

Vishakha Kejriwal
Partner
Membership No. 061206

Place : Kolkata
Date : 24th day of June, 2008

For and on behalf of the Board

V. K. Mohatta
Managing Director

B. L. Rathi
Director

Rajiv Agarwal
Chief Financial Officer

Rahul Mitra
Company Secretary

Schedules Annexed to & forming part of Balance Sheet

	Amount (Rs) As At 31.03.2008	Amount (Rs) As At 31.03.2007
1 SHARE CAPITAL		
Authorised		
4,500,000 Equity Shares of Rs 10/- each	45,000,000	45,000,000
Issued Capital		
4,005,900 Equity Shares of Rs 10/- each	40,059,000	40,059,000
Subscribed & Paid up Capital		
36,66,800 Equity Shares of Rs. 10/- each (Previous year 36,66,800 equity shares)	36,668,000	36,668,000
Add : Shares Forfeited (Shares 3,39,100)	1,086,500	1,086,500
	37,754,500	37,754,500
2 RESERVES & SURPLUS		
RBI Reserve Fund		
Balance Brought Forward	937,395	869,395
Add : Provided during the year	17,000	68,000
	954,395	937,395
Profit & Loss Account		
Balance Carried Forward	3,122,277	3,161,794
	4,076,672	4,099,189
3 SECURED LOAN		
Car Loan Account (Loan from ICICI Bank Ltd. secured by hypothecation of the Vehicle purchased out of the said loan)	89,452	173,682
	89,452	173,682
4 FIXED ASSETS		Amount (Rs)

Particulars	Gross Block			Depreciation				Net Block	
	As at 31.03.2007	Addition	Sale/ Discard/ Adj.	As at 31.03.2008	As at 31.03.2007	For the Year	Sale/ Adjust- ment	As at 31.03.2008	As at 31.03.2007
Land & Buildings	383,730	—	—	383,730	—	—	—	383,730	383,730
Furniture & Fixture	583,467	—	—	583,467	404,019	36,933	—	440,952	142,515
Office Equipments	309,963	—	—	309,963	88,173	14,723	—	102,896	207,067
Vehicles	788,006	—	—	788,006	385,027	74,861	—	459,888	328,118
	2,065,166	—	—	2,065,166	877,219	126,517	—	1,003,736	1,061,430
Previous Year	2,029,753	35,413	—	2,065,166	752,264	124,955	—	877,219	1,187,947

5 INVESTMENTS (Long Term, At cost)	Face Value Rs.	No. of Shares As At 31.03.2008	Amount (Rs.) As At 31.03.2008	No. of Shares As At 31.03.2007	Amount (Rs.) As At 31.03.2007
Quoted - Equity Shares					
Century Extrusions Ltd.	1	5,104,588	5,104,588	5,104,588	5,104,588
Jeco Exports & Finance Ltd.	10	47,400	592,500	47,400	592,500
Total : Quoted -Equity Shares	(A)	5,151,988	5,697,088	5,151,988	5,697,088
Unquoted - Equity Shares					
Century Aluminium Mfg.Co.Ltd.	10	1,181,802	16,375,460	743,700	12,338,210
Vintage Capital Markets Ltd.	10	502,000	5,020,000	502,000	5,020,000
Atash Properties & Fin. Pvt. Ltd.	10	67,500	678,375	67,500	678,375
Kutir Udyog Kendra Pvt. Ltd.	10	21,500	114,825	21,500	114,825
Paramsukh Properties Pvt. Ltd.	10	144,000	512,550	144,000	512,550
Total : Unquoted -Equity Shares	(B)	1,916,802	22,701,210	1,478,700	18,663,960
Total : Quoted and Unquoted- Equity Shares (A+B)	(C)	7,068,790	28,398,298	6,630,688	24,361,048
Aggregate Market Value of Quoted Investments			25,874,064		15,534,356

Schedules Annexed to & forming part of Balance Sheet (Contd.)

6	INVENTORIES	Face Value	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
		Rs.	As At 31.03.2008	As At 31.03.2008	As At 31.03.2007	As At 31.03.2007
	Quoted - Equity Shares					
	Automobile Corporation of Goa Ltd.	10	300	50,001	300	50,001
	Century Extrusions Ltd.	1	100	770	100	290
	Unquoted - Equity Shares					
	Dolphin Laboratories Ltd.	10	200	—	200	1,150
	Pasari Spinning Mills Ltd.	10	8,100	1	8,100	1
	SOL Pharma Ltd.	10	900	—	900	1
			9,600	50,772	9,600	51,443
					Amount (Rs.) As at 31.03.2008	Amount (Rs.) As at 31.03.2007
7	CASH & BANK BALANCES					
	Cash in hand			159,703		215,370
	Balances with scheduled banks in Current Accounts			7,352,614		707,514
				7,512,317		922,884
8	LOANS & ADVANCES					
	(Unsecured, considered good)					
	Loans			4,694,914		15,299,906
	Advances recoverable in cash or in kind or for value to be received			1,041,638		745,695
	Advance Income Tax			66,450		44,526
				5,803,002		16,090,127
9	CURRENT LIABILITIES					
	Other Liabilities			381,219		131,734
				381,219		131,734
10	PROVISIONS					
	Provision for Taxation			540,000		420,000
				540,000		420,000
					For the Year ended 31.03.2008	For the Year ended 31.03.2007
11	OTHER INCOME					
	Dividend			3,000		2,400
	Interest & Other Income (TDS Rs.295,433/-, previous year Rs. 305,766/-)			1,411,237		1,452,813
	Misc. Income			10		24,935
	Rent			115,200		96,000
				1,529,447		1,576,148
12	ADMINISTRATIVE & OTHER EXPENSES					
	Salaries & Wages			706,665		418,608
	Rent			12,700		12,000
	Rates & Taxes			19,516		10,470
	Electricity Charges			10,118		9,372
	Auditor's Remuneration			16,854		16,854
	Internal Audit Fees			10,000		—
	Repairs & Maintenance			5,200		6,338
	Postage & Telephone Charges			10,483		9,056
	Secretarial Expenses			13,484		14,537
	Director Fees			37,500		33,000
	Director Sitting Fees			31,000		12,500
	Interest Paid			8,170		13,087
	Expenses Written Off			—		4,500
	Vehicle Expenses			152,522		146,130
	Subscription and Donation			—		32,980
	Insurance expenses			10,689		10,298
	Other Expenses			202,294		140,412
				1,247,195		890,142

Schedules (Contd.)

13. NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Convention

Financial Statements have been prepared as per Historical Cost Convention and in accordance with the normally accepted accounting principles.

B. Revenue & Expenditure Recognition

The Company has followed accrual basis of accounting, except for dividend income which is accounted on cash basis.

C. Fixed Assets

Fixed assets are accounted at cost less depreciation.

D. Depreciation

Depreciation on assets has been provided for on Straight Line Method in terms of Section 350 of the Companies Act, 1956 as per the rates prescribed under Schedule XIV to said Act.

E. Investments

Investments are capitalized at cost including brokerage and stamp duty. In terms of the Reserve Bank of India guidelines to Non-Banking Financial Companies, all investments in securities are bifurcated into current investments and long-term investments. The investments acquired with the intention of short-term holding are considered as stock-in-trade and classified as current assets and others are considered as long-term investments. Decline in value of long-term investments is not provided for unless it is considered other than temporary in nature.

F. Inventories

Inventories are valued at cost or net realizable value, whichever is lower.

G. Employees Benefits

(i) Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(ii) Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

H. Deferred Tax

Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable-income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, including assets arising from loss carried forward, are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Particulars	Deferred Tax	
	31-03-2008	31-03-2007
Opening Balance of Deferred Tax Liability	34,344	43,775
Add: Deferred Tax on Defined Benefit obligation at beginning of the year as per AS 15 (revised)	(33,356)	—
Add : Deferred Tax reversed on account of timing difference in value of Book Depreciation and depreciation under Income Tax Act, 1961	(10,084)	(9,431)
Add : Deferred Tax on Defined Benefit obligation for the year as per AS 15 (revised)	(6,928)	—
Closing Balance of Deferred Tax Liability/ (Assets)	(16,024)	34,344

2. Related party disclosures in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India.

Name of the related parties with whom the transactions have been made	Description of relationship with the party	Nature of Transaction	Amount 2007-08 (Rs.)
Vintage Capital Markets Ltd.	Associate	Administrative expenses reimbursed to others Interest Received Closing Balance of Loan given	72,724 535,932 —

3. **Employees Benefit:**

Employee Benefits have been provided as per provisions of Revised Accounting Standard 15 (AS15) issued by the Institute of Chartered Accountants of India with effect from 01.04.2007. The difference in opening balance of employee benefits as per the provision already made and as per revised AS15 has been adjusted with opening balance in Profit and Loss Account (decrease by Rs.107,949) and in Deferred Tax Liabilities (decrease by Rs.33,356).

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

Schedules Annexed to & forming part of Balance Sheet (Contd.)

I. Reconciliation of opening and closing balances of Defined Benefit obligation (Rs.)

	Gratuity (Funded)	Leave Encashment
Defined Benefit obligation at beginning of the year	92,621	15,328
Current Service Cost	11,507	4,787
Interest Cost	7,529	1,408
Actuarial (gain)/loss	(3,501)	691
Benefits paid	0	0
Defined Benefit obligation at year end	108,156	22,214

II. Reconciliation of opening and closing balances of fair value of plan assets. (Rs.)

Fair value of plan assets at beginning of the year	0
Employer contribution	0
Benefits paid	0
Actual return on plan assets	0
Fair value of plan assets at year end	0

III. Reconciliation of fair value of assets and obligations (Rs.)

	Gratuity (Funded)	Leave Encashment
Fair value of plan assets as at 31 st March 2008	0	0
Present value of obligation as at 31 st March 2008	108,156	6,885
Amount recognized in Balance Sheet	108,156	6,885

IV. Expense recognized during the year (Rs.)

	Gratuity (Funded)	Leave Encashment
Current Service Cost	11,507	4,786
Interest	7,529	1,408
Expected Return on Plan Assets	0	0
Net Actuarial (gain) / Loss recognized during the year	(3,501)	691
Net Cost	15,535	6,885

V. Actual Return on Plan Assets

VI. Actuarial assumptions

	Gratuity (Funded)	Leave Encashment
Mortality Table (LIC)	1994-96(Ultimate)	1994-96(Ultimate)
Discount rate (per annum)	7.50%	7.50%
Expected rate of return on plan assets (p.a.)	0.00%	0.00%
Rate of escalation in salary (p.a.)	5.00%	5.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. This being the first year of implementation, previous year figures have not been given.

The expected rate of return on plan assets is determined considering several applicable factors mainly, the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

4. PARTICULARS IN RESPECT OF OPENING STOCK, PURCHASE, SALES AND CLOSING STOCK OF SHARES:

	2007-08		2006-07	
	Qty. No.	Amount (Rs.)	Qty. No.	Amount (Rs.)
Opening Stock	9,600	51,443	60,300	50,474
Purchases	—	—	—	—
Sales	—	—	—	—
Closing Stock	9,600	50,772	9,600	51,443

5. PAYMENTS TO AUDITORS

	2007-08 (Rs.)	2006-07 (Rs.)
Statutory Audit Fees	13,483	13,483
Tax Audit Fees	3,371	3,371
	<u>16,854</u>	<u>16,854</u>

6. Earnings per shares - In terms of Accounting Standard 20, the calculation of EPS is given below:

Earning per share (EPS):	(Amount in Rs.)	
	2007-08	2006-07
(A) Profit after tax as per Profit & Loss Account (Rs.)	85,432	338,256
(B) Number of Equity Shares of Rs. 10/- each outstanding during the year.	3,666,800	3,666,800
(C) Basic/Diluted Earnings per share (A/B)	0.02	0.09

7. An amount of Rs. 17,000/- comprising 20% of the net profits for the year ended 31st March, 2008, has been transferred to RBI Reserve Fund in accordance with section 45-IC of the RBI Act, 1984.

8. Salary paid includes a sum of Rs. 1,76,000/- paid to Director.

9. Previous year figures have been re-grouped and re-arranged, wherever considered necessary.

Schedules Annexed to & forming part of Balance Sheet (Contd.)
10. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE FOR THE YEAR ENDED 31ST MARCH, 2008
I. REGISTRATION DETAILS

Registration No.	63991	State Code	21
Balance Sheet Date	31.03.2008		

II. CAPITAL RAISED DURING THE YEAR (Rs. ' 000)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

III. POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS (Rs. ' 000)

Total Liabilities	41,921	Total Assets	41,921
Source of Fund			
Paid - up Capital	37,755	Reserve & Surplus	4,076
Secured Loans	89	Unsecured Loans	Nil
Deferred Tax	Nil		
Application of Funds			
Net Fixed Assets	1,061	Investment	28,398
Net Current Assets	12,445	Misc. Expenditure	Nil
Accumulated Loss	Nil	Deferred Assets	16

IV. PERFORMANCE OF COMPANY (Rs. '000)

Turnover/Income	1,529	Total Expenditure	1,374
Profit Before Tax	155	Profit After Tax	85
EPS in Rs.	0.02	Dividend Rate %	Nil

V. GENERIC NAMES OF THREE PRODUCTS/SERVICES OF COMPANY (as per monetary terms)

Product/Service Description	Item Code No.
Dealing in Shares & Securities	Not Applicable
Inter Corporate Deposit	Not Applicable

Signature to the Schedule 1 to 13

As per our report of even date attached

For **B. P. AGARWAL & ASSOCIATES**
Chartered Accountants

Vishakha Kejriwal
Partner
Membership No. 061206

Place : Kolkata
Date : 24th day of June, 2008

For and on behalf of the Board

V. K. Mohatta
Managing Director

B. L. Rathi
Director

Rajiv Agarwal
Chief Financial Officer

Rahul Mitra
Company Secretary

Schedule as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

Particulars	Amount outstanding (Rs.) (in thousand)	Amount overdue (Rs.) (in thousand)
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	NIL	NIL
: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits*	NIL	NIL
(g) Other Loans (Car term loan)	89	NIL
* As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.		
(2) Break-up of (1)(f) above (Outstanding 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 where there is a shortfall in the value of security	NIL	NIL
(c) Other public deposits	NIL	NIL
Assets side :		
Amount outstanding (Rs.)		
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below :	(in thousand)	
(a) Secured	NIL	
(b) Unsecured	4,695	
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	NIL	
(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	
(5) Break-up of Investments :		
Current Investments :		
1. Quoted :		
(i) Shares : (a) Equity	NIL	
(b) Preference	NIL	
(ii) Debentures and 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 and Bonds	NIL	
(iii) Units of mutual funds	NIL	
(iv) Government Securities	NIL	
(v) Others (please specify)	NIL	

Long Term investments :

1. Quoted :	
(i) Shares : (a) Equity	5,697 (refer Schedule 5 of the Balance Sheet)
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	22,701 (refer Schedule 5 of the Balance Sheet)
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government Securities	NIL
(v) Others (please specify)	NIL

(6) **Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :**
(Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank Directions, 1998)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **	Nil	Nil	Nil
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	4,695	4,695
Total	Nil	4,695	4,695

(7) **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**

(Please see note 1 below)

Category	Market Value / Break up or fair value or NAV (Rs.)	Book Value (Net of Provisions) (Rs.)
1. Related Parties **	(in thousands)	(in thousands)
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	11,528	5,020
(c) Related parties	NIL	NIL
2. Other than related parties	67,128	23,378
Total	78,656	28,398

** As per Accounting Standard of ICAI (Please see Note 1)

(8) **Other information**

Particulars	Amount (Rs.)
1. Gross Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
2. Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
3. Assets acquired in satisfaction of debt	NIL
Total:	

Notes:

- All Accounting Standards and Guidance Notes issued by 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 or current in column (5) above.



REGD. OFFICE : 227, A J C BOSE ROAD, 'B' BLOCK, 4TH FLOOR, KOLKATA - 700 020

PROXY FORM

I/We.....of.....in the District of.....being member(s) of the above-named Company, hereby appointof.....in the district of.....or failing him/her.....ofin the district of.....as my/our proxy to attend and vote for me/us and on behalf of us at the Fourteenth Annual General Meeting of the Company to be held on Wednesday, 3rd September, 2008 at 10.00 a.m. at the registered office of the Company 227, A J C Bose Road, 'B' Block, 4th Floor, Kolkata - 700 020 and at any adjournment thereof.

Signed this.....day of.....2008

Full name

No. of Shares :

Regd. Folio No./Client ID No. and DP ID No. :

Affix One Rupee Revenue Stamp

Note:

The proxy to be valid should be deposited at the Regd. Office at 227, A J C Bose Road, 'B' Block, 4th Floor, Kolkata - 700 020 at least 48 hours before the meeting.

*Applicable for investors holding shares in electronic form

Signature



'ANANDLOK', 4TH FLOOR, 227, A J C BOSE ROAD, KOLKATA - 700 020

ATTENDANCE SLIP

(Please present this slip at the Entrance of the venue of the meeting)

I hereby record my presence at the Fourteenth Annual General Meeting of the Company held at the Regd. Office at, 227 A J C Bose Road, 'B' Block, 4th Floor, Kolkata - 700 020 on 3rd September, 2008 at 10.00 a.m.

To be signed at the time of handing over the slip at the Meeting Venue.

No. of Shares

Regd. Folio No./Client ID No. and DP ID No.

(Signature of Member/Proxy)

Name.....



BOARD OF DIRECTORS :

V. K. Mohatta - Managing Director
B. L. Rathi
Sanjay Modi
Rahul Sarda

CHIEF FINANCIAL OFFICER :

Rajiv Agarwal

COMPANY SECRETARY :

Rahul Mitra

AUDITORS :

M/s B. P. Agarwal & Associates
14, S. P. Mukherjee Road
Kolkata – 700 025

BANKERS :

Axis Bank Ltd
ICICI Bank Ltd
Oriental Bank of Commerce

REGISTRAR & SHARE TRANSFER AGENT :

M/s. Niche Technologies Pvt. Ltd.
D-511, Bagree Market
71, BRB Basu Road
Kolkata – 700 001

REGISTERED OFFICE :

'Anandlok' 4th Floor
227, A J C Bose Road
Kolkata – 700 020