

**PORSCHE CAPITAL**  
**MARKET LIMITED**



**ANNUAL REPORT**  
**2012-13**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Diwakar Joshi - Whole Time Director

Mr. Kailash Chand Upreti - Non Executive and Independent Director

Mr. Virender Singh Rana - Non Executive and Independent Director

Mr. Ranjeet Arya- Non Executive and Non Independent Director

### **STATUTORY AUDITORS**

M/s N K G & Co., Chartered Accountant

### **REGISTERED/OFFICE**

A - 29, Chander Nagar, Mandawali,  
New Delhi - 110092

Email: [Porche\\_Capital@yahoo.in](mailto:Porche_Capital@yahoo.in)

## NOTICE TO SHARE HOLDERS

Notice is hereby given that the Annual General Meeting of the Members of the Porsche Capital Market Limited will be held on Monday, 30<sup>th</sup> September, 2013 at 12:00 P.M. at the Registered Office of the company at A-29, Chander Vihar, Mandawali, Delhi – 110092, for transacting the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2013 and the Profit and Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Virender Singh Rana, Who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Place: Delhi  
Dated: 31<sup>ST</sup> August, 2013

For and on behalf of Board of  
**PORSCHE CAPITAL MARKET LIMITED**

Sd/-  
Virender Singh Rana  
Director

Sd/-  
Diwakar Joshi  
Director

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
  2. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
  3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
  4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 28<sup>th</sup> September, 2013 to, Monday 30<sup>th</sup> September, 2013(both days inclusive).
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5. Re-appointment of Directors: At the ensuing Annual General Meeting Mr. Virender Singh Rana, liable for retire by rotation, and being eligible, offers themselves for re-appointment. The details pertaining to these directors required to be provided pursuant to Clause 52 of the listing agreement are furnished in the statement on Corporate Governance published elsewhere in this Annual report.
6. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.

**Place: Delhi**  
**Dated: 31<sup>ST</sup> August, 2013**

**For and on behalf of Board of**  
**PORSCHER CAPITAL MARKET LIMITED**

**Sd/-**  
**Virender Singh Rana**  
**Director**

**Sd/-**  
**Diwakar Joshi**  
**Director**

DIRECTOR REPORT

To

**The Members of  
Porsche Capital Market Limited.  
A-29,Chander Vihar,  
Mandawali,Delhi – 110092**

Your Directors' have pleasure in presenting the Annual Report together with Audited Accounts for the year ended on 31st March 2013 and Statutory Auditors report thereon.

**Financial Results:**

The working results of the company are briefly given below:-

(Amt.in Rs.)

Particulars	Current Period
Income	7877089
Expenses	7740534
Profit/(Loss) before depreciation	136555
Less : Depreciation	7222.70
Profit/(Loss) after depreciation	129332.30
Less : Income Tax/Deferred Tax	39964.70
Add : Provision Added back for Deferred Tax	NIL
Profit /(Loss) after tax	89367.60

**Board of Director:-**

Virender Singh Rana, Who retires by rotation and being eligible offer himself for re-appointment.

**Dividend**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31st March, 2013.

**Auditors:-**

The Board has proposed the appointment of M/s N K G & Co, Chartered Accountants as statutory auditors of the Company to hold the office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.

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**Director's Responsibility Statement: -**

Pursuant to the requirement u/s 217 (2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed

1. That in the preparation of the accounts for the year ended on March 31, 2013, the applicable Accounting Standards have been followed along with proper explanation relating to material departure;
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that year;
3. That the directors have taken proper and sufficient care for the maintenance of Adequate accounting records in accordance with the provision of this act for safeguardin the assets of the company and for preventing and detecting fraud and other irregularities;
4. That the directors had prepared the annual accounts on a going concern basis.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo:-

Pursuant to the requirement u/s 217 (1) (e) of the Companies Act, 1956, it is hereby provided that:

1. **CONSERVATION OF ENERGY:** Company is engaged in business of providing Financial Services; hence this clause is not applicable.
2. **TECHNOLOGY ABSORPTION:** This clause is not applicable in the case of the company.
3. **FOREIGN EXCHANGE EARNINGS AND OUTGO:** No transaction involving foreign exchange was undertaken by the company during the relevant year.

**Compliance Certificate**

As required under Section 383(A)(1) of the Companies Act, 1956, Compliance Certificate from Secretary in Whole-time practice is attached herewith.

**Particulars of employees: -**

There is no employee drawing salary as prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975.

**Corporate Governance:-**

As a listed Company and a good corporate entity, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability paving the way in building confidence among all its stakeholders for achieving sustainable long term growth and profitability.

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**Acknowledgements: -**

The Directors wish to place on record their appreciation for the dedicated and sincere Services rendered by the officers of the company.

**Place: Delhi**  
**Dated: 31<sup>st</sup> August, 2013**

**For and on behalf of Board of**  
**PORSCHE CAPITAL MARKET LIMITED**

**Sd/-**  
**Virender Singh Rana**  
**Director**

**Sd/-**  
**Diwakar Joshi**  
**Director**

S. K. Jha & Associates  
Company Secretaries

123/8, 'T' Point, Gali No. -15, Sant Nagar,  
Burari, Delhi-110084. Mob. 9811579790  
E-mail- [sanacs\\_khq@rediffmail.com](mailto:sanacs_khq@rediffmail.com),  
[sanjayjhafcs@gmil.com](mailto:sanjayjhafcs@gmil.com)

Nominal Capital -Rs. 35,00,00,000/-  
CIN. L65993DL1992PLC048483

**COMPLIANCE CERTIFICATE**  
[Under Section 383A Sub-Clause (1)]

The Members

M/s Porsche Capital Market Limited,  
A-29, Chander Vihar, Madawali,  
Delhi- 110092

I have examined the registers, records, books and papers of M/s. Porsche Capital Market Limited, having Registered office at A-29, Chander Vihar, Madawali, Delhi- 110092 as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended as on 31<sup>st</sup> March, 2013. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the Company, I certify that in respect of the aforesaid financial year.

1. The company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has not filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Ltd. company has minimum prescribed paid up Capital and its minimum number of members during the said Financial Year were not less than seven.
4. The Board of Directors duly met Ten times on 14<sup>th</sup> May, 2012, 13<sup>th</sup> August 2012, 1<sup>st</sup> September 2012, 29<sup>th</sup> September 2012, 30<sup>th</sup> September 2012, 3<sup>rd</sup> October 2012, 29<sup>th</sup> October 2012, 13<sup>th</sup> November 2012, 14<sup>th</sup> February 2013, 25<sup>th</sup> March 2013 in respect of meetings held proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members, and/or Debenture holders during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 29<sup>th</sup> September 2012 after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the year under the review.



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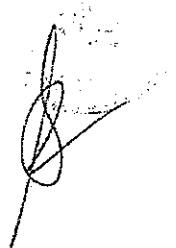
8. The Company has not advanced any loan to its directors and / or persons or firms or Companies referred in Section 295 of the Act.
9. The Company has not entered into contract and transactions for purchase or sales of goods, services and materials above Rs. 5,000/- with group company as per Balance Sheet as at 31<sup>st</sup> March, 2013 and not falling under the provisions of Section 297 of the Act during the Financial Year.
10. The Company has not required making any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate share certificates during the year.
13. The company has:
  - (i) Not allotted any shares/debentures or other securities during the Financial Year
  - (ii) Recorded one case of transfer of share and not recorded any transmission of shares during the Financial Year.
  - (iii) Not declare any dividend for the financial year 2011-2012.
  - (iv) Duly complied with the requirements of Section 217 of the Act.
14. The Composition of Board of Directors of the Company is duly constituted.
15. The Company has not appointed any Managing Director/Whole time Director during the Financial Year 2012-2013.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, and Registrar or other such authorities under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any debentures & other securities during the financial year.
20. The Company has not bought back any shares during the Financial Year 2012-2013
21. There was no redemption of Preference Shares or Debentures during the year. The Company has not any Preference Shares and Debentures during the Financial Year 2012-2013.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposited including any unsecured loans falling within the purview of Section 58A during the Financial Year.



24. The Company has not made any borrowing & obtained corporate guarantee or other Loan during the year ended on 31<sup>st</sup> day of March 2013.
25. The Company has made loans and investment, during the Financial Year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. There were no prosecution initiated against or shows cause notices received by the Company, during the financial year, for offences under the Act. . However one Case for non Filing of ROC Documents is pending in the Court.
32. The Company has not received any money as security from its employees during the year.
33. The provisions of Section 418 of the Act relating to P. F. are not applicable on the Company.

Date: 31/08/2013  
Place: New Delhi

For S. K. Jha & Associates  
Company Secretaries

  
31/08/2013  
Sanjay Kumar Jha  
Prop.  
(C.P. No.: 3749)

**Annexure "A"**

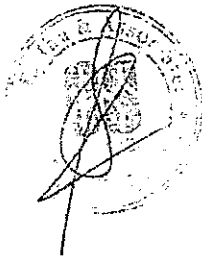
**Registers and Records as maintained by M/s. Porsche Capital Market Limited**

1. Minutes Book of Meeting of the Board of Directors under section 193.
2. Minutes Book of General Meeting under Section 193.
3. Register of Contracts, companies & Firms in which Directors etc. are interested under Section 301(3)
4. Register of Share Transfers under the Act.
5. Register of Directors, Managing Directors, Manager and Secretary under Section 303
6. Register of Directors Shareholding under Section 307.
7. Register of Members under Section 150.
8. Register of Share Application & Allotment.
9. Books of Accounts under Section 209.
10. Copy of Annual Return u/s159

**Annexure "B"**

**Records as filed for Registration in the office of the Registrar of Companies by M/s. Porsche Capital Market Ltd.**

S. N.	Documents	Date of filing	Subject	Delay in filing
The Company has not filed any form during the year ending 31 <sup>st</sup> March 2013.				



## CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements.

### 2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors.

Mr. Diwakar Joshi acts as the Executive Director and Mr. Virender Singh is the Independent Director and Mr. Kailash Chand Upreti Non Executive Independent Director on the Board of the Company.

None of the Directors hold directorship in more than 15 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

### BOARD MEETING:

As of March 31, 2013, the Board consisted of Three Members. The Composition and the category of Directors on the Board of the Company were as under:

Category	Name of Director
Executive Director	Mr. Diwakar Joshi
Non Executive Director and Independent Director	Mr. Virender Singh
Non Executive and Independent Director	Mr. Kailash Chand Upraiti
Non Executive Director and Non Independent Director	Mr. Ranjeet Arya

During the financial year 2012-13, Ten Meetings of the Board of Directors were held on the following dates:

14<sup>th</sup> May, 2012, 13<sup>th</sup> August, 2012, 1<sup>st</sup> September, 2012, , 29<sup>th</sup> September, 2012, 30<sup>th</sup> September, 2012, 3<sup>rd</sup> October, 2012, 29<sup>th</sup> October 2013, 13<sup>th</sup> November 2012, 14<sup>th</sup> February 2013, 25<sup>th</sup> March, 2013.

### 3. AUDIT COMMITTEE

The Audit Committee of the Company consists three Directors out of which two are Non Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee is Mr. Virender Singh.

The Board constituted the Audit Committee in term of the Provisions of Clause 49 of the Listing Agreement. The Committee held four meeting during the year. The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 49 (II)(A) and (E) of the Listing Agreement and Section 292 of the Companies Act, 1956 as follows:

- \* Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- \* Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- \* Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- \* Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  1. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
  2. Any changes in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on exercise of judgment by management;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to financial statements;
  6. Disclosure to any related party transactions;
  7. Qualifications in the draft audit report.
- \* Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- \* Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- \* Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- \* Discussion with internal auditors any significant findings and follow up thereon;
- \* Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- \* Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- \* Carrying out any other function as is mentioned in the terms of reference of the Audit

Committee.

- \* Mandatorily Review the following information:
- Management Discussion and Analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee) submitted by management;
  - Management letters / letters of internal control weaknesses issued by statutory auditors;
  - Internal audit report relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the Chief internal auditor shall be review by the Audit Committee.

The Audit Committee has the following powers:

- to investigate any activity within its terms of reference.
- to seek information from any employee.
- to obtain outside legal and professional advice.
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **COMPOSITION AND ATTENDANCE AT MEETINGS:**

During the year ended on 31<sup>st</sup> March, 2013, the composition of Audit Committee has been as under:

- Mr. Virender Singh Rana (Chairman)
- Mr. Diwakar Joshi (Member) and
- Mr. Kailash Chand Upraiti (Member)

During the financial year 2012-13, four meeting of Audit Committee was held.

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Name of Directors	Category	No. of Meetings Attended
Mr. Virender Singh Rana	Chairman	4
Mr. Diwakar Joshi	Member	4
Mr. Kailash Chand Upraiti	Member	4

#### **Shareholders Committee**

The following Committee of Directors looks after the Investor Grievances, During the financial year 2012-13, Four meeting of Audit Committee was held.

Name of Directors	Category	No. of Meetings Attended
Mr. Kailash Chand Upraiti	Chairman	4
Mr. Ranjeet Arya	Member	4
Mr. Virender Singh	Member	4

#### **NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER**

Mr. Diwakar Joshi- Whole Time Director,  
A - 29, Chander Vihar, Mandawali, New Delhi - 110092

#### **STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31<sup>ST</sup> MARCH, 2013**

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

## 6. GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue	Special Resolution
2009-10	Thursday, 30 <sup>th</sup> September, 2010 at 12.00 P.M. Tuesday, 28 <sup>th</sup> September 2009 at 11.00 a.m.	A - 29, Chander Vihar, Mandawali, New Delhi - 110092	No
2010 - 11	Friday, 30 <sup>th</sup> September, 2011 at 12.00 P.M.	A - 29, Chander Vihar, Mandawali, New Delhi - 110092	No
2011 - 12	Saturday, 29 <sup>th</sup> September 2012 at 12.00 P.M.	A - 29, Chander Vihar, Mandawali, New Delhi - 110092	No

## EXTRAORDINARY GENERAL MEETING

During the year under review, No Extra ordinary General Meeting was held.

None of the business proposed to be transacted at the forthcoming Annual General Meeting is required to be approved by Postal Ballot.

## 7. DISCLOSURES

### 7.1 Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

### 7.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

### 7.3 Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

### 7.4 Proceeds from the Initial Public Offer of the Company

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

### 7.5 Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing

Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

**7.6 Non-Mandatory Requirements**

The Company does not comply with the non-mandatory requirements.

**8. MEANS OF COMMUNICATION**

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with provisions of the Listing Agreement and also uploaded on the Company's website

**9. GENERAL SHAREHOLDER INFORMATION**

**Annual General Meeting**

Date, time and Venue	30 <sup>th</sup> September, 2013 at 12.00 P.M. at A - 29, Chander Vihar, Mandawali, New Delhi - 110092
Financial year	1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013
Date of Book Closure	28 <sup>th</sup> September, 2013 to 30 <sup>th</sup> September, 2013
Stock Exchange	DELHI STOCK EXCHANGE
Stock Code	8704

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-  
DIWAKAR JOSHI  
DIRECTOR  
DIN NO.: 06782773



**ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR PURSUANT TO CLAUSE 49  
(1)(D)(ii) OF THE LISTING AGREEMENT**

I, Diwakar Joshi, Executive Director of Porsche Capital Market Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 49(1)(D)(i) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31<sup>st</sup> March, 2013.

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-  
DIWAKAR JOSHI  
DIRECTOR  
DIN NO.: 06716185

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**CERTIFICATION BY THE MANAGING DIRECTOR ON FINANCIAL STATEMENTS OF THE COMPANY**

I, Diwakar Joshi, Executive Director of Porsche Capital market Limited, certify that:

- (a) I have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best our knowledge the belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company 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.
- (d) We have indicated to the auditors and the Audit Committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

SD/-  
Diwakar Joshi  
Executive Director

Place: New Delhi  
Date: 31.08.2013

## **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

### **The Members of Porsche Capital Market Limited**

We have examined the compliance of conditions of Corporate Governance by Porsche Capital Market Limited, for the year ended March 31<sup>st</sup> 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

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

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

For N K G & CO.

(CHARTERED ACCOUNTANTS)

Sd/-

(Neeraj Kumar Gupta)

Prop.

FRN.005963C

M.No. 074622

Place : Agra

Date : 31/08/2014

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## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis (MDA) is structured as follows:

### **A) INDUSTRY STRUCTURE AND DEVELOPMENT**

On macroeconomic front the financial year 2012- 13 was among the most challenging years. The policy and governance environment impacted the economic scenario. Persistent inflation resulted in the regulator raising the policy rates leading to a high interest-rate environment.

All these factors contributed towards an industrial slowdown and eventually led to a moderation in GDP growth. Raising capital became more difficult and working capital cycles in most industries increased, resulting in cash flow issues across various sectors. The microfinance sector came to a standstill, owing to regulatory hurdles.

However, in the midst of these challenges, there were certain pockets and segments that continued to thrive.

### **B) OPPORTUNITIES AND THREATS**

Your Company being an agricultural Company seeks opportunities and making efforts to fully utilized it.

### **C) OUTLOOK**

The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of this overall boomlikely to happen for the Indian markets and will do all out efforts to secure the bigger share of the increasing market in future.

### **D) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

### **E) FINANCIAL AND OPERATIONAL PERFORMANCE**

#### **Share Capital**

The Paid up Share Capital of the Company as on 31<sup>st</sup> March, 2013 stands at Rs. 32503000 divided into 3250300 equity shares of Rs. 10/- each fully paid up.

#### **Reserves and Surplus**

The Reserves and Surplus is Rs. (736,173.40) as on the end of the Current year.

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**N K G & CO.**  
**CHARTERED ACCOUNTANTS**  
**ADD: 28G/102, SANJAY PLACE, AGRA, UP-282002**

## INDEPENDENT AUDITOR'S REPORT

To,  
**THE MEMBERS**  
**PORSCHE MARKET CAPITAL LIMITED**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **PORSCHE MARKET CAPITAL LIMITED** ("the Company). Which comprise the balance sheet as at 31<sup>st</sup> March 2013, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

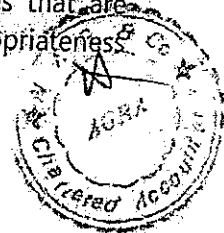
### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting standard referred to in sub section(3G) of section 211 of companies Act 1956 ("the Act"). This responsibility includes the design, implementation and maintenances of internal control relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S 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 accountant 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 statement 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 statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness



of accounting policies used and the reasonableness of the accounting estimates made by the 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.

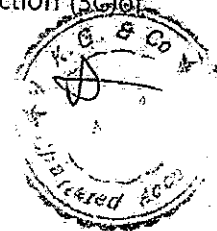
#### OPINION

In our opinion, and to the best of our information and according to the explanation 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 balance sheet , the state of affairs of the company as at March 31, 2013,
- (b) the case of statement of profit and loss of the profit for the year ended on that date, and
- (c) In the case of the cash flow statement, of the cash flows of the company for the year ended on that date.

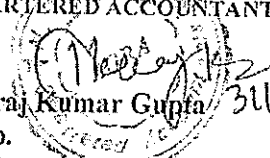
#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (auditor's report) order, 2003 ("the Order") issued by the Central government of India in terms of sub-section (4a) of section 227 of the Act., we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by the 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 the audit.
  - (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion , the balance sheet, statement of profit and loss, and the cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of companies act 1956



- (e) On the basis of written representation received from the directors as on 31st march 2013, and taken on record by the board of directors, none of the directors is disqualified as on 31st march 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956.
- (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For N K G & CO.  
CHARTERED ACCOUNTANTS

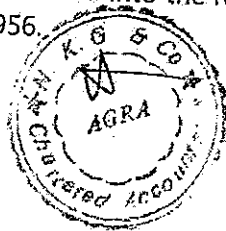
  
Neeraj Kumar Gupta 31/8/13  
Prop.  
FRN.:005963C  
M.No. 074622

Place: Agra

Date: 31/8/13

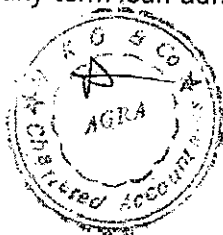
**PORSCHE MARKET CAPITAL LIMITED**  
**(ANNEXURE TO THE AUDITOR'S REPORT)**

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) According to the information and explanations given to us, the company has formulated a regular program of verification by which all the assets of company shall be verified in a phased manner, which in my opinion, is reasonable having regard to the size of the company and nature of its assets. To the best of my knowledge, no material misstatement is noticed on verification conducted during the year as compared with the book records.  
  
(c) There was no disposal during the year of fixed assets.
2. (a) The company does not have any Inventories during the year, therefore clauses (b) and (c) are not applicable.
3. The company has not taken/granted any loans secured or unsecured from companies, firms or other parties listed in the register maintained u/s 301 of the companies act 1956 in terms of subsection (6) of the section 370 of the companies act, 1956 the provisions of the section are not applicable to a company on or after the commencement of the companies (amendment) act, 1999.
4. In respect of loans & advances, the company in the nature of advances given by the company, the parties are generally re-paying the principal amount as stipulated and have also been regular in paying of interest where applicable.
5. In our opinion and according to the information and explanation given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sales of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
6. Based on the audit procedures applied by us and according to the information and explanation provided by the management, we are of the opinion that there are no transactions that need to be entered into the registers management under section 301 of the Companies Act, 1956.





7. The company has not accepted any deposit from the public. Therefore the provisions of Section 58A, & 58AA of the Companies Act, 1956, and the Rules framed there under do not apply.
8. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
9. To the best of our knowledge and according to the information given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the company.
10. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representations the provident funds Act and employees state insurance Act is not applicable to the company, undisputed statutory dues in respect of income tax and other material statutory dues have generally been regularly deposited by the company during the year with the appropriate authorities in India.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth-tax, sales tax, customs and excise duty were outstanding, as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date they become payable.  
  
(c) According to the records of the company, there are no dues of sales tax, income tax, customs tax/ wealth tax, excise duty/ cess which have not been deposited on account of any dispute.
11. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures & other similar securities.
12. According to the information and explanation given to us the company has not given any guarantee for loan taken by other from banks or financial institutions.
13. According to the information and explanation given to us and as shown by the records examined by us there were no dues payable to financial institutions or banks.
14. The company has not taken any term loan during the year.



15. In our opinion, the company is not a chit fund or a nidhi, mutual benefit fund or society therefore the provision of clause 4 (xiii) of the companies (Auditor's report) Order 2003 are not applicable to the company.
16. Based on the information and explanation given to us and on an overall examination of the books of accounts as on 31.03.2013, we report that no funds raised on short term basis have used for long- term investments by the company and vice versa.
17. Based on the audit procedure performed and the information and explanation given to us by the management we report that the company has not made any preferential allotment of shares during the year.
18. The company has no outstanding debentures during the period under audit.
19. As per the information and explanation 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.

For N K G & CO.  
CHARTERED ACCOUNTANTS

Neeraj Kumar Gupta  
Prop.  
FRN.:005963C  
M.No. 074622

Place: Agra

Date: 31/8/13