

CMS FINVEST LIMITED
(Formerly known as :CMS Infotech Limited)

23RD ANNUAL REPORT
2013-2014

BOARD OF DIRECTORS

SHRI NIRAJ PRAKASH KHETAN, Managing Director
SHRI SANDEEP DEY
SHRI THAKUR PRASAD
SHRI AKSHYA KUMAR PARIDA

COMPANY SECRETARY

Mr. NAWIN LAHOTY

AUDITORS

JMP ASSOCIATES
Chartered Accountants

BANKERS

CANARA BANK
HDFC BANK

REGISTERED OFFICE

10, PRINCEP STREET
2ND FLOOR
KOLKATA – 700 072
Phone: (033) 4002-2880
E-mail: info@cmsinfotech.com
Website: www.cmsinfotech.com
CIN: L67120WB1991PLC052782

REGISTRAR & SHARE TRANSFER AGENTS

MAHESHWARI DATAMATICS PVT. LTD
6, MANGOE LANE, 2ND FLOOR
KOLKATA- 700 001
Phone: (033) 2243-5029/5809
Fax: (033) 2248-4787
Email: mdpl@cal.vsnl.net.in

NOTICE

NOTICE is hereby given that 23rd Annual general Meeting of the company will be held on Wednesday, 24th day of September 2014 at 11.00 a.m. at the "Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors of the Company to hold office, from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and the Rules made there under, M/s JMP Associates, Chartered Accountants, the retiring auditors, be are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of Companies Act, 2013, Shri Akshya Kumar Parida (DIN No. 01651737), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be & is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of Companies Act, 2013, Shri Thakur Prasad (DIN No. 00209053), Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be & is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of Companies Act, 2013, Shri Sandeep Dey (DIN No. 00177159), Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be & is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019, and whose office shall not be liable to retire by rotation."

By the order of the Board
For **CMS Finvest Limited**

Registered Office :
10, Princep Street,
2nd Floor, Kolkata - 700072
Date: 29th May 2014

Sd/-
Nawin Lahoty
(Company Secretary)

NOTES:

1. A Member entitled to attend and vote at the Annual General 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 effective, must be received at the Registered Office of the Company at 10, Princep Street, 2nd Floor, Kolkata 700 072, not less than forty-eight hours before the commencement of the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 17th September 2014 to Wednesday 24th September 2014 (both days inclusive).
3. Members are requested to quote the Folio No. or Client Id. and DP Id numbers in all communications with the Company.
4. Members/proxies should bring duly filled Attendance Slips along with copy of the Annual Report & Accounts to the Annual General Meeting.
5. Corporate members intending to send their authorized representative(s) are requested to send to the Company's head Office a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
6. Members desirous of getting any information on the Accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so as to enable the management to keep the information readily available at the meeting.
7. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited of 6, Mangoe Lane, 2nd Floor, Kolkata 700 001.
8. Members are requested to inform their correct email address, if any to the Depositories (if shares held in demat form) and to our Registrars (if shares are held in physical form) in compliance of Green Initiative as per circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/document through e-mail.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
10. The brief profile of the Directors seeking appointment/re-appointment including relevant particulars relating to them are furnished in the Corporate Governance Report forming part of the Annual Report, as required under Clause 49 of the Listing Agreement.
11. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for member to vote using the e-voting facility, and member may avail of the facility at his/her/its discretion. **The instructions for e-voting are as under:**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) However, If you are a first time user, follow the steps given below and fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB [#]	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details [#]	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant can enter in the PAN field the 10 characters as, first two Alphabets of the first holder name followed by 8 characters consisting of folio number prefix by "0" (or in case of CDSL, 8 characters from right of BO-ID and in case of NSDL, 8 characters of Client ID). No special characters will be taken from the name and folio number. Example: (1) Shri. H. K. Ganguly and Folio No. is 000616, the PAN to be entered will be HK00000616. (2) Shri. H. K. Ganguly and BO-ID is 1201060002188147, the PAN to be entered will be HK02188147. (3) Shri. H. K. Ganguly and Client ID is 10348854, the PAN to be entered will be HK10348854.

Please enter any one of the details in order to login. In case both details are not recorded with the depository or company please enter the Number of Shares held by you as on Cut-Off Date of 22nd August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) In case of members receiving the physical copy: Please follow all steps from sl. no. I. (i) to sl. no. I. (xv) above to cast vote.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) **The voting period begins on Thursday, 18th September, 2014 at 9.00 a.m. ends on Saturday, 20th September, 2014 at 6.00 p.m.** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22nd August, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22nd August, 2014.
- III. Shri. Arani Guha, Practicing Company Secretary (C.P. No. 9573) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any forthwith to the Chairman of the AGM.
- V. The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite members of vote in favour of the resolutions.
- VI. The results declared along with Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company. The results will also be communicated to Stock Exchanges where the shares of the Company are listed.
- 12. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 6 of the Notices are as under:**

Items no. 4

Appointment of Shri Akshya Kumar Parida as an Independent Director

Shri Akshya Kumar Parida is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 10th September, 2012.

Shri Parida does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Shri Parida has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Shri Parida being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director up to 31st March, 2019. A notice has been received from a member proposing Shri Parida as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Parida fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft Letter of Appointment of Shri Parida would be available for inspection. The Board considers that his continued association would be of immense benefit to the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of the shareholders.

Except Shri Parida, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Items no. 5

Appointment of Shri Thakur Prasad as an Independent Director

Shri Thakur Prasad is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 26th December, 2005.

Shri Prasad does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Shri Prasad has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Shri Prasad being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director up to 31st March, 2019. A notice has been received from a member proposing Shri Prasad as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Prasad fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft Letter of Appointment of Shri Prasad would be available for inspection. The Board considers that his continued association would be of immense benefit to the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of the shareholders.

Except Shri Prasad, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Items no. 6

Appointment of Shri Sandeep Dey as an Independent Director

Shri Sandeep Dey is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 14th March, 2001.

Shri Dey does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Shri Dey has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Shri Dey being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director up to 31st March, 2019. A notice has been received from a member proposing Shri Dey as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Dey fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft Letter of Appointment of Shri Dey would be available for inspection.

The Board considers that his continued association would be of immense benefit to the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of the shareholders.

Except Shri Dey, being an appointee, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

By the order of the Board
For **CMS Finvest Limited**

Registered Office :
10, Princep Street,
2nd Floor
Kolkata- 700072
Date: 29th May 2014

Sd/-
Nawin Lahoty
(Company Secretary)

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 23rd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2014.

1. FINANCIAL HIGHLIGHTS

The working results of the Company for the year under review are given below:

PARTICULARS	Year ended 31.03.2014 (Rs.)	Year ended 31.03.2013 (Rs.)
Profit Before Tax and Exceptional Items	1,28,432.20	5,68,501.26
Exceptional Items	2,191.00	-
Profit Before Tax	1,26,241.20	5,68,501.26
Tax Expense		
(1) Current Tax	-	1,70,000.00
(2) Deferred Tax	-	-
(3) MAT Credit	-	--
Profit After Tax for the year	1,26,241.20	398,501.26
Less: Income-tax for earlier years	-	-
Profit Available for Appropriation	1,26,241.20	398,501.26

2. DIVIDEND

To conserve the resources of the Company for future expansion, the Board have decided not to recommend any dividend for the year under review.

3. PERFORMANCE REVIEW

The performance of the Company during the current year has not been up to the expectation due to high volatility in the market. Your Directors are making all efforts to improve the performance of the Company further in future.

4. LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on three Indian Stock Exchanges viz. Ahmedabad Stock Exchange (ASE), Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE).

Listing fees for the financial year 2014-15 have been paid to BSE and CSE. The Company has also paid the annual custodian fees to NSDL and CDSL for the Securities of the Company held in dematerialized mode with them for the year 2014-2015.

5. FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

6. DIRECTORS

As per the provisions of the Article of Association of the Company, Shri Akshya Kumar Parida (DIN No. 01651737), retires by rotation at the ensuing Annual General Meeting. Shri Thakur Prasad (DIN No. 00209053), Shri Sandeep Dey (DIN No. 00177159) and Shri Akshya Kumar Parida, Directors of the Company, are being appointed as Independent Directors for five consecutive years for a term up to 31st March, 2019 as per the provisions of Section 149 and other applicable provisions of Companies Act, 2013. The Company has received a requisite notices in writing from members proposing their appointment as Directors. The Board recommends their appointment as Independent Directors.

Brief resume of the Directors seeking appointment/re-appointment, nature of their expertise in specific functional areas and details of their directorship and membership/chairmanship of Board Committees, as stipulated under Clause 49 of the Listing Agreement, are provided in the Report on Corporate Governance forming part of the Annual Report.

7. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c. That the Directors have taken proper and sufficient care 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;
- d. That the Directors have prepared the annual accounts for the financial year ended 31st March, 2014 on a going concern basis.

8. AUDITORS' REPORT

There are no items on which Auditors have commented which need further explanation from the Board of Directors.

9. AUDITORS

JMP Associates., Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and they are not disqualified for re-appointment. The Board recommends the appointment of the auditors from conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting.

10. EMPLOYEES

None of the employees were in receipt of remuneration in excess of the limits specified under Section 217(2A) of the Companies Act, 1956 read along with Companies (Particulars of Employees) Rules, 1975.

11. STATUTORY INFORMATION

The Company being basically in the financial sector, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

12. FOREIGN EXCHANGE

The Company had no foreign exchange inflow or outflow during the year under review.

13. CORPORATE GOVERNANCE

As per the Listing Agreement with the Stock Exchanges, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to the Report on Corporate Governance.

The Management Discussion and Analysis Report and the Report on Corporate Governance are given in the annexure attached to this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

14. EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

15. ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Shareholders, Investors & Bankers. Your Directors are also thankful to its clients for their continued faith and support reposed in them. Last but not the least, your Directors' place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

On behalf of the Board of Directors
For **CMS Finvest Limited**

Registered office:
10 Princep Street,
2nd Floor,
Kolkata –700 072
Dated : 29th May, 2014

Niraj Prakash Khetan
Managing Director
DIN No. 00193979

Sandeep Dey
Director
DIN No. 00177159

REPORT ON CORPORATE GOVERNANCE

The Company's shares are listed in Ahmedabad Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange. Accordingly, the Corporate Governance Report for the year 2013-2014, has been prepared as per the guidelines issued by SEBI and incorporated in Clause 49 of the Equity Listing Agreement: -

Para 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective Corporate Governance is how an organisation is managed, which includes its culture, structure, policies and manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your Company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your Company makes best endeavors to implement these core values in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

Para 2. BOARD OF DIRECTORS

(i) Composition of the Board:

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing.

The composition of the Board of Directors as on 31st March 2014 is given below:

Sr. No.	Name of the Director	Executive/ Non-Executive	No. of other		
			Directorships(+)	Committee (++)	
				Chairman	Member
1	Shri Niraj Prakash Khetan – Managing Director	Executive	-	-	-
2	Shri Sandeep Dey	Non-Executive & Independent	-	-	-
3	Shri Thakur Prasad	Non-Executive & Independent	-	-	-
4	Shri Akshya Kumar Parida	Non-Executive & Independent	1	-	-

(+) Excluding directorship held in private limited/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

(++) Represents chairmanship/membership of the Audit Committee and Shareholder's/ Investors' Grievance Committee of other companies, in which they are director.

(ii) The attendance of the Directors at the Board meetings and the last AGM held are given below:

Name of the Director	No. of meetings		Attendance at last AGM - held on 24 th September, 2013
	Held	Attended	
Shri Niraj Prakash Khetan – Managing Director	5	5	Yes
Shri Sandeep Dey	5	5	Yes
Shri Thakur Prasad	5	5	Yes
Shri Akshya Kumar Parida	5	5	Yes

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement :

Name of the Director	Shri Akshya Kumar Parida	Shri Thakur Prasad	Shri Sandeep Dey
DIN No.	01651737	00209053	00177159
Date of Birth	06/06/1971	12/07/1934	04/07/1964
Date of Appointment	10/09/2012	26/12/2005	14/03/2001
Qualification	B.COM	Chartered Accountant	B.COM
Expertise in specific functional area	Shri Parida is having vast experience in the field of Corporate Accounts and Finance Matters.	Shri Prasad is having a vast experience in the field of Corporate Accounts and Finance Matters.	Shri Dey is having vast experience in Accounts & Finance matters.
Directorship of other companies (*)	1	--	--
Chairman/Membership in the Committees (**)	--	--	--
Shareholding in Equity Shares of the Company and % of holding	--	--	--

(*) Excludes directorships in private limited companies and organizations other than public limited companies.

(**) Audit Committee and Shareholders/Investor Grievance Committee are considered.

(iii) Directors' membership in board/committees of other companies:

In terms of the Listing Agreement, none of the Directors of your Company were Members in more than 10 (ten) committees nor acted as Chairman of more than 5 (five) committees across all companies in which they were Directors. Details of other directorships/committee membership/chairmanship held by them are given in Para 2(i) above.

(iv) Number of Board meetings held, dates on which held:

As per the Listing Agreement, the Board of Directors must meet at least four times a year, with a maximum gap of four months between any two meetings.

During the financial year 2013-14, Board met five (5) times on 23.04.2013, 30.05.2013, 12.08.2013, 13.11.2013 and 12.02.2014. The gap between any two Board Meetings did not exceed four months.

Para 3. AUDIT COMMITTEE

(i) Brief description of the terms of reference:

The terms of reference of the Audit Committee cover the matters specified under revised Clause 49 of the Listing Agreement with Stock Exchanges read with Section 292A of the Companies Act, 1956.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to:

- the appointment of statutory auditors of the Company,
- provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- it acts as a link between the management, statutory auditors and the Board of Directors,
- Company's compliance with the statutory requirements.

(ii) Composition and name of members:

The Audit Committee, presently, consists of (3) three Independent Members. The following directors are the present Members of the Committee:

Name of the Members	Designation	Nature of Membership
Shri Thakur Prasad	Chairman	Independent & Non Executive
Shri Sandeep Dey	Member	Independent & Non Executive
Shri Akshya Kumar Parida	Member	Independent & Non Executive

All the Members of the Audit Committee are financially literate and Shri Thakur Prasad, Chairman possesses financial /accounting expertise. Shri Nawin Lahoty, Company Secretary also acts as the Secretary to the Audit Committee.

(iii) Meetings held and attendance during the year:

During the financial year 2013-14, the Audit Committee met (5) five times on 22.04.2013, 29.05.2013, 10.08.2013, 12.11.2013 and 11.02.2014.

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended
1	Shri Thakur Prasad – Chairman	5	5
2	Shri Sandeep Dey	5	5
3	Shri Akshya Kumar Parida	5	2

Para 4. REMUNERATION COMMITTEE**Details of sitting fees, remuneration etc. paid to Directors:**

Rs. 3, 23, 406/- has been paid to Shri Niraj Prakash Khetan Managing Director of the Company at different time, whose appointment and remuneration has been fixed by the Board and also in terms of resolution passed by the shareholders of the Company.

In view of this, no Remuneration Committee has been constituted.

Para 5. STAKEHOLDERS RELATIONSHIP COMMITTEE**Brief description of the terms of reference:**

The Board has constituted Stakeholders Relationship Committee in accordance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of Shareholders'/ Investors' Grievance Committee was conferred on the Stakeholders Relationship Committee and consequently the Shareholders'/ Investors' Grievance Committee was dissolved. The board of Directors of the Company has delegated the authority to approve transfer of shares to Stakeholders Relationship Committee of the Company. The committee deals with the various matters relating to:

- Transfer of shares
- Transmission of shares
- Issuance of duplicate share certificates as and when required
- Shareholders' queries/complaints and its redressal as and when received
- Dematerialisation/Rematerialisation of shares
- Split/consolidation of shares
- Such other matters resulting from statutory amendments/modifications from time to time.

(i) Composition and name of the Chairman:

The Committee, presently, consists of (3) three Independent Members. The following directors are the present Members of the Committee:

Name of the Members	Designation	Nature of Membership
Shri Akshya Kumar Parida	Chairman	Independent & Non Executive
Shri Sandeep Dey	Member	Independent & Non Executive
Shri Thakur Prasad	Member	Independent & Non Executive

During the financial year 2013-14, the Share Transfer and Investors Grievance Committee met (3) three times on 08/08/2013, 31.10.2013 and 05.12.2013.

Members of Share Transfer and Investors Grievance Committee	No. of meetings held	No. of meetings attended
Shri Akshya Kumar Parida	3	3
Shri Sandeep Dey	3	3
Shri Thakur Prasad	3	3

(ii) Name and designation of compliance officer:

As per the requirements of the Listing Agreement, Shri Nawin Lahoty, Company Secretary acts as the Compliance Officer.

(iii) to (iv) Details of the shareholders' complaints received and resolved during the year 2013-14:

No. of complaints received	No. of complaints resolved	Pending
nil	nil	nil

There have been no material grievances raised and all items referred have been dealt with. All the complaints were resolved to the satisfaction of shareholders.

As on 31st March 2014, there were no pending complaints and no pending share transfers.

Para 6. GENERAL BODY MEETINGS

(i) Location and Time of last three Annual General Meeting (AGM):

The location and time of the last three AGMs are as follows:

Year	Date	Location	Time
2012-13	24.09.2013	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001.	11.30 A.M.
2011-12	24.09.2012	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001.	11.30 A.M.
2010-11	23.09.2011	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001.	12.00 Noon

(ii-a) Details of special resolutions passed in the previous three AGMs:

No special resolution has been passed in the previous three AGMs.

(ii-b) Details of special resolutions passed in the previous three EGMs:

No special resolution has been passed in the previous three EGMs.

(iii) to (iv) Special resolution passed during the financial year 2013-14 through the Postal ballot:

No special resolution was passed through postal ballot during the financial year 2013-14.

(v) to (vi) Postal ballot during the current year:

For the financial year 2013-14, if resolutions are to be conducted through the Postal Ballot procedure, those will be taken up at the appropriate time.

Para 7. DISCLOSURES

(i) Disclosure of materially significant related party transactions:

During the financial year 2013-14, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts.

(ii) Details of non-compliance by the company:

The Company has complied with all the requirements of the Listing Agreement with Stock Exchange as well as the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI).

(iii) Whistle Blower Policy:

The Company has not established whistle blower policy.

(iv) Details of compliance with the mandatory requirements :

Your Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this Report.

Para 8. MEANS OF COMMUNICATION

(i) Quarterly results:

The Quarterly and Annual Results of the Company are communicated immediately to the stock exchanges upon conclusion of the Board Meeting convened to consider the same.

(ii) Newspapers wherein results are normally published:

The Financial Results of the Company are published in "Business Standard" and in "Dainik Lipi".

(iii) to (v) Any website, where displayed:

The Results are displayed on the Company's web-site at www.cmsinfotech.com.

Full Annual Reports for the financial year 2013-14, Financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

Para 9. GENERAL SHAREHOLDER INFORMATION

(i) AGM: Date, time and venue:

The forthcoming Annual General Meeting of the Company will be held as given below:

Date & Time	24 th September 2014 at 11.00 A.M.
Venue	"Somani Conference Hall", Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001.

(ii) Financial year:

Financial Year is 1st April 2014 to 31st March, 2015 and the quarterly results will be declared as per the following schedule.

Tentative schedule	
Financial Results for the quarter ending June 30, 2014	End of July 2014
Financial Results for the quarter ending September 30, 2014	End of October 2014
Financial Results for the quarter ending December 31, 2014	End of January 2015
Financial Results for the year ending March 31, 2015	End of May 2015
AGM for the year ending March 31, 2015	Mid of September 2015

(iii) Date of Book closure:

The Company's Register of Members and Share Transfer Books will remain closed from Wednesday, 17th September 2014 to Wednesday, 24th September 2014 (both days inclusive).

(iv) Dividend Payment Date:

The Board has recommended no dividend for the year under review.

(v) Listing on Stock Exchanges:

Your Company's shares are listed on the following stock exchanges as on 31st March, 2014.

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001.
2. The Calcutta Stock Exchange Association Limited
7, Lyons Range,
Kolkata -700 001.
3. The Stock Exchange, Ahmedabad
Kamdhenu Complex,
Panjara Pole, Near Polytechnic,
Ahmedabad 380 015.

Listing fees for the financial year 2014-15 has been paid to BSE.

(vi) Stock Code:

Name of the Exchange	Code
Bombay Stock Exchange Limited	532104
The Calcutta Stock Exchange Association Limited	19100
Ahmedabad Stock Exchange Limited	26773
International Securities Identification Number (ISIN)	INE 915A01011

(vii) to (viii) Market Price Data: High, Low during each month in the last financial year:

There has been no trading in any of the listed Stock Exchanges during the financial year 2013-14.

(ix) Registrar and Transfer Agents:

The Board has delegated the work of processing of share transfers to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents. Their complete address is as follows:

Maheshwari Datamatics Private Limited

6, Mangoe Lane, 2nd Floor,

Kolkata - 700 001.

Tel No : (033) 2243-5029 / 5809

Fax No : (033) 2248-4787

Email- mdpl@cal.vsnl.net.in

(x) Share Transfer System:

The transfer of shares in physical form is processed and completed by Maheshwari Datamatics Private Limited within the statutory time period. In case where shares are held in electronic form, the transfers are processed by NSDL/CDSL through the Depository Participants and Registrars.

(xi) Distribution of Shareholding:

The distribution of shareholding as on 31st March 2014, pursuant to Clause 35 of the Listing Agreement is as under:

A. Shareholding Pattern of Equity Shares as on 31st March 2014.

	Categories	No. of Shares held	% of Shareholding
A	PROMOTERS' HOLDING		
1.	Promoters :		
	a) Indian Promoters	1653100	11.8113
	b) Foreign Promoters	-	-
2.	Persons Acting in concert	-	-
	Sub-total	1653100	11.8113
B	NON PROMOTERS' HOLDING		
3.	Institutional Investors:		
	a) Mutual Funds and UTI	-	-
	b) Banks, FIs, Insurance Companies	-	-
	c) Foreign Institutional Investors	-	-
	Sub-total	-	-
4.	Others		
	a) Corporate Bodies	10650339	76.0961
	b) Indian Public	1690561	11.9932
	c) NRIs / OCBs	600	0.0043
	d) Any Other	1300	0.0093
	Sub-total	12342800	88.1887
	GRAND TOTAL	1,39,95,900	100.0000

Note: Total Foreign Shareholding is 600 (0.0043%)

B. Distribution of Equity Shareholding as on 31st March, 2014.

No of Equity Shares Held	No. of Shareholders holding shares in			No. of Shares held			% age of Equity Capital held in		
	Physical	N S D L	C D S L	Physical	N S D L	C D S L	Physical	N S D L	C D S L
1 To 500	1445	1102	326	519216	210552	64155	3.7098	1.5044	.4584
501 To 1000	433	133	39	411600	107995	32191	2.9409	.7716	.2300
1001 To 2000	27	75	27	40900	110780	37738	.2922	.7915	.2696
2001 To 3000	9	24	8	22700	60860	19650	.1622	.4348	.1404
3001 To 4000	1	4	1	3700	13800	3500	.1622	.0986	.0250
4001 To 5000	1	3	0	4800	13600	0	.0343	.0972	.0000
5001 To 10000	2	3	2	12200	23890	13300	.0872	.1707	.1707
10001 and above	12	16	3	666200	11020552	582021	4.7600	78.7413	4.1585
Total :	1930	1360	406	1681316	11562029	752555	12.0130	82.6101	5.3769

(xii) Dematerialisation of shares and liquidity:

As on 31st March, 2014, 87.99.% of the total equity capital was held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited.

(xiii) Outstanding GDRs /ADRs /Warrants or any Convertible instruments:

As of 31st March 2014, there are no outstanding GDRs / ADRs / Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

(xiv) Plant Locations:

The Company does not have any plant.

(xv) Address for correspondence:

Investors' correspondence may be addressed to :

- The Company Secretary
CMS Finvest Limited
10, Princep Street,
2nd Floor, Kolkata 700 072.
Ph :- (033)40022880
E-mail: info@cmsinfotech.com
Website: www.cmsinfotech.com
- Registrar and Transfer Agent
Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001.
Tel No : (033) 2243-5029 / 5809
Fax No : (033) 2248-4787
E-mail: mdpl@cal.vsnl.net.in

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report is attached hereto and forms part of the Director's Report.

CODE OF CONDUCT:

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel .The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2013-14. A declaration to this effect is given elsewhere in this Annual Report. A declaration to this effect is given elsewhere in this Annual Report.

RISK MANAGEMENT POLICY:

The Company has formulated a comprehensive Risk Management Policy to reduce the inherent risk associated with the business activities of the Company.

ANNUAL DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT PURSUANT TO CLAUSE 49(I)(D) OF THE LISTING AGREEMENT

I, Niraj Prakash Khetan, Managing Director of **CMS FINVEST LIMITED** having its registered office at 10, Princep Street, 2nd Floor, Kolkata – 700 072 hereby declare that the Company has formulated a Code of Conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed the compliance of the code for the financial year 2013-14.

Place: Kolkata

Dated: 29th May, 2014

Niraj Prakash Khetan

Managing Director

DIN No. 00193979

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of CMS Finvest Limited

We have examined the compliance of conditions of Corporate Governance by CMS Finvest Limited ('the Company') for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

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

Chartered Accountants

MANISH GADIA

Partner

Membership No: 059677

Place : Kolkata

Dated : 29th May, 2014

**CERTIFICATION BY
MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

We hereby certify that for the financial year, ending 31st March 2014, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March 2014 which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated , based on our most recent evaluation, wherever applicable, to the auditor and audit committee.
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
 - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Niraj Prakash Khetan
Managing Director
DIN No. 00193979

Mahesh Daruka
Chief Financial Officer

Place: Kolkata

Dated: 29th May 2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview:

Indian's economy is diverse, encompassing agriculture, handicrafts, textile, manufacturing and a multitude of services. The advent of the digital age has gradually transformed India as an important "back office" destination for global outsourcing of customer service and technical support. The BSE Sensex barely moved despite the Prime Minister's economic advisory council forecasting a GDP growth of 5.5% in 2014-15, marginally better than the 4.7% pace at which India grew in 2013-14.

Industry Structure and Development – Overview :

NBFC's play a vital role in the context of Indian economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate sector, delivering the credit to the unorganized sector and to the small local borrowers. NBFC's has flexible structure than banks. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on competitive basis.

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier- II capital base.

We witness that NBFC sector, in India are facing stiff competition from different banks and financial institutions. The cost of funds of banks is lower as compared to NBFC's. Not only this, they have a very wide network and huge capital base which makes them more attractive than NBFC's. However as the market is volatile in nature, the long term growth of capital market calls for a matter of concern.

Opportunities, threats, risks and concerns:

Your Company has operations in finance and equity investments. The independent finance industry issues debt and lends the proceeds to individuals (consumer finance companies) and corporations (commercial finance companies) on both a secured and unsecured basis. Unlike the commercial banks, whose deposit taking ability adds significantly to funding availability, finance companies rely almost exclusively on institutional borrowings and access to the public debt markets for funding. Consequently, the ability to access the short, medium and long-term markets at competitive rates is critical to their ongoing viability. Your company faces tough competition from Nationalized, Foreign and Private Sector Banks due to their inability to grant loan at a considerably low rate of interest.

Your Company is exposed to external and internal risks associated with the business. It is exposed to strong competitive pressures and financial risks from changes in interest rate, economic cycles etc.

There is a major threat coming from Banks. Banks have reduced the rate of interest, this has reduced the spread, thereby reducing the margin. The volatile nature of market also poses another threat. Your Company also faces stiff competition from Nationalized, Foreign and Private Sector Banks as they provide loans at a very low rate of interest.

Risk Management:

The nature of your Company business exposes it to a wide variety of risks and if not managed properly it can affect the workings of the Company.

Economic risk is there because any slow down or recession in the economy has direct impact on the turnover and performance.

To manage Interest Rate Risk of the Company is very well within the overall unit of Debt Equity Ratio and cost of borrowing is also very low. Company is also not using short term borrowings to fund long term assets.

To manage default risk, most of the customers are repeat customers or referred by existing customers with a good track record who stands as a guarantor mitigating the default risk.

Given the sensitive nature of the sector, funding is closely linked to the overall image of the sector as well as the regulatory environment. Any change in these factors could affect the overall liquidity risk for the Company. Moreover existing banks are moving into retail sector and regional banks like Assamese banks are coming into play, which poses major concern for your Company. The volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your Company has a well defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

Your Company sees opportunities in the market with existing and new customers. Your Company has dedicated accounts team to focus on each customer. Rising input costs and volatility in material, energy are some of the key challenges that your Company is addressing by specific initiatives for each.

Future Outlook:

Your Company intends to invest in businesses related to infrastructure, telecommunication, soft ware etc. in the coming years since it sees good prospect in these areas. It would definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mode than the previous few years and with our efforts we can look forward to a prosperous year for the company.

Again, the need for micro credit by a significant part of the society continues to remain underserved by the banks. The scope for Micro Finance Companies to supplement the banking channel remains high.

However this segment also remains a sensitive segment given the profile of the clients, typically from the low-income groups. Hence it is of utmost importance that the NBFC sector deals with clients in a very fair and transparent manner. The recent RBI Regulations in this regard would go a long way in ensuring fair play by NBFCs.

Internal Control Systems and their adequacy:

The Processes are internal control system plays a critical role in the health of the Company. The Company has well defined documented policy guidelines and has an adequate internal control system commensurate with its size and nature of business and suitable internal control procedures that ensures efficiency of operations and safe guard of its assets.

These procedures are designed to ensure:

- That all assets and resources are used efficiently and are adequately protected;
- That all internal policies and statutory guidelines are complied within letter & spirit;
- The accuracy and timing of financial reports and management information.

Material Development in Human Resources/industrial relations front number of people employed:

The Company believes that people are the primary asset and key to the success and growth. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The relations remain cordial throughout the year between employees and the management. Here people work in synergy to contribute towards the achievement of the business objectives. The importance of providing training and development opportunities to our employees is recognized by our Company to enhance their skills and experience, which in turn enables the Company to achieve its business objectives.

Financial and Operational Performance:

The performance of the company during the current year has not improved in comparison to previous year.

Cautionary Statement:

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

Independent Auditors' Report

To the Members of **CMS FINVEST LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **CMS FINVEST LIMITED**, which comprise the Balance Sheet, the statement of Profit and Loss and Cash flow Statement as at March 31, 2014, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act'2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

c) the Balance Sheet and Cash flow Statement and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, read with the General Circular 15/2013 dated 13 Sept. 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act'2013.

e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **JMP ASSOCIATES**

Chartered Accountants

Firm Regd. No: 324235E

MANISH GADIA

(Partner)

M. No- 059677

Place: Kolkata

Date: 29/05/2014

Annexure to the Auditors' Report

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of CMS FINVEST LIMITED on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.

9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 except income tax payable of Rs. 22,080.00.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes except income tax payable of Rs. 22,080.00.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet and Cash flow Statement of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **JMP ASSOCIATES**
Chartered Accountants
Firm Regd. No: 324235E
MANISH GADIA
(Partner)
M No- 059677

Place: Kolkata
Date: 29/05/2014

BALANCE SHEET as at 31st MARCH, 2014

(in ₹)

Particulars	Notes No.	As at 31-03-2014	As at 31-03-2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	139,959,000.00	139,959,000.00
(b) Reserves and Surplus	2	11,146,468.14	11,020,226.94
(2) Current Liabilities			
(a) Trade Payables	3	Nil	28,090.00
(b) Other Current Liabilities	4	354,993.22	1,348,946.00
(c) Short-Term Provisions	5	228,000.00	228,000.00
Total		151,688,461.36	152,584,262.94
II. ASSETS			
(1) Non-Current Assets			
(a) Tangible Fixed Assets	6	40,682.00	16,972.00
(b) Deferred Tax Assets (Net)		158,989.77	158,989.77
(c) Other Non Currents Assets	7	805,162.00	805,162.00
(2) Current Assets			
(a) Inventories	8	85,180,473.58	84,049,957.83
(b) Current Investment	9	13,031,150.00	Nil
(c) Trade receivables	10	127,808.59	Nil
(d) Cash and cash equivalents	11	445,979.42	984,872.34
(e) Short-term loans and advances	12	51,223,709.00	66,568,309.00
(f) Other current assets	13	674,507.00	Nil
Total		151,688,461.36	152,584,262.94

Significant Accounting Policies**Notes on Financial Statements** 1-22

As per our Report of even date
FOR **JMP ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regd. No: 324235E
CA. **MANISH GADIA**

NIRAJ PRAKASH KHETAN
Managing Director
DIN : 00193979

SANDEEP DEY

Place :- Kolkata
Date :- 29/05/2014

Partner
Membership No. : 059677

NAWIN LAHOTY
Secretary

Director
DIN : 00177159

Statement of Profit and Loss for the year ended on 31st March, 2014

Sr. No	Particulars	Notes No.	(in ₹)	
			As at 31-03-2014	As at 31-03-2013
I	Revenue from Operations	14	92,819,676.62	57,628,393.65
II	Other Income	15	9,449,298.00	10,130,083.30
III	Total Revenue (I+II)		102,268,974.62	67,758,476.95
IV	Expenses:			
	Cost of Shares Purchased	16	102,148,433.45	78,948,000.00
	Changes in Inventories of Shares	17	(1,130,515.75)	(12,603,326.44)
	Employee Benefit Expense	18	513,785.00	465,674.00
	Depreciation and Amortization Expense	19	21,116.00	11,314.00
	Finance Cost	20	Nil	10,356.00
	Other Expenses	21	587,723.72	357,958.13
V	Total Expenses		102,140,542.42	67,189,975.69
VI	Profit Before Tax and Exceptional Items	(III - IV)	128,432.20	568,501.26
VII	Exceptional Items		2,191.00	-
VIII	Profit before tax	(V-VI)	126,241.20	568,501.26
IX	Tax expense:			
	(1) Current Tax		-	170,000.00
	(2) Deferred Tax		-	-
	(3) MAT Credit		-	-
X	Profit/(Loss) after Tax for the Year	(VII-VIII)	126,241.20	398,501.26
	Less: Income Tax of Earlier years		-	-
XI	Profit/(Loss) available for Appropriation	(VIII-IX)	126,241.20	398,501.26
XII	Earning per Equity Share:			
	(1) Basic & Diluted (in ₹)		0.009	0.030

Significant Accounting Policies

Notes on Financial Statements

1-22

As per our Report of even date
FOR **JMP ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regd. No: 324235E
CA. **MANISH GADIA**

NIRAJ PRAKASH KHETAN
Managing Director
DIN : 00193979

SANDEEP DEY

Place :- Kolkata
Date :- 29/05/2014

Partner
Membership No. : 059677

NAWIN LAHOTY
Secretary

Director
DIN : 00177159

CASH FLOW STATEMENT
for the year ended 31st March, 2014

<u>DESCRIPTION</u>	<u>Year ended</u> <u>31st March, 2014</u>	<u>Year ended</u> <u>31st March, 2013</u>
(in ₹)		
A. Cash Flow from Operating Activities		
Net Profit, After Tax & Extraordinary Items	126,241	568,501.26
Adjustment for :		
Depreciation	21,116	
Dividend Received	(2,604)	(22,305.30)
Deffered Tax Assets	-	-
	-	
Operating Profit before Working Capital Changes	<u>144,753</u>	<u>546,195.96</u>
Changes in :		
Inventories	(1,130,516)	(12,603,326)
Trade & Other Receivables	(127,809)	12,756,900
Other Current Assets	(674,507)	(552,916)
Loans & Advances	(993,953)	76,783
Short term Loan and Advances	15,344,600	
Trade Payables	(28,090)	682,108
	<u>12,534,479</u>	<u>905,744.52</u>
Direct Taxes	-	(170,000.00)
Extra Ordinary Items		
Net Cash from Operating Activities (A)	<u>12,534,479</u>	<u>735,744.52</u>
B. Cash Flow from Investing Activities		
Dvidend Received	2,604.00	22,305.30
Purchase of Fixed Assets	(44,826.00)	11,314.00
Invest on Mutual Fund	(13,031,150.00)	
Net Cash Flow from Investing Activities (B)	<u>13,073,372.00</u>	<u>33,619.30</u>
C. Cash Flow from Financing Activities	-	-
	-	-
Net Increase in Cash and Cash Equivalents (A+B+C)	<u>(538,892.92)</u>	<u>769,363.82</u>
Cash and Cash Equivalents (Opening Balance)	<u>984,872.34</u>	<u>215,508.52</u>
Cash and Cash Equivalents (Closing Balance)	<u>445,979.42</u>	<u>984,872.34</u>

As per our Report of even date
FOR **JMP ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regd. No: 324235E
CA. **MANISH GADIA**

Place :- Kolkata
Date :- 29/05/2014

Partner
Membership No. : 059677

NAWIN LAHOTY
Secretary

NIRAJ PRAKASH KHETAN
Managing Director
DIN : 00193979
SANDEEP DEY
Director
DIN : 00177159

Notes on Financial Statement for the year ended 31st March, 2014

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

Sr. No	Particulars	(in ₹)	
		As at 31st March, 2014	As at 31st March, 2013
Note: 1 Share Capital			
1	AUTHORIZED CAPITAL		
	1,40,00,000 Equity Shares of Rs. 10/- each.	<u>140,000,000.00</u>	<u>140,000,000.00</u>
		<u>140,000,000.00</u>	<u>140,000,000.00</u>
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	13995900 Equity Shares of Rs. 10/- each.	<u>139,959,000.00</u>	<u>139,959,000.00</u>
	Total	<u>139,959,000.00</u>	<u>139,959,000.00</u>

Note : 1(a) Reconciliation of No. of Shares Outstanding

Shares Outstanding at the beginning of the year	13,995,900.00	13,995,900.00
Add: Shares Issued During The Year	Nil	Nil
Shares Outstanding at the End of the year	<u>13,995,900.00</u>	<u>13,995,900.00</u>

Note : 1(b) Shareholdres holding more than 5%

	31-03-2014		31-03-2013		
	No. of Shares	% of held	No. of Shares	% of held	
1	ATN International LTD.	1,653,100.00	12%	1,653,100.00	12%
2	Bahubali Properties Limited	2,551,829.00	18%	2,551,829.00	18%
3	Silicon valleyInfotech Limited	2,050,000.00	15%	2,050,000.00	15%
4	Arissan Infrastructures Private Limited	1,815,470.00	13%	1,815,470.00	13%
5	Saltlake Energy Pvt. Ltd.	1,001,400.00	7%	1,001,400.00	7%
	Total	<u>9,071,799.00</u>		<u>9,071,799.00</u>	

Note : 2 Reserve & Surplus

1	Securities Premium reserve		16,558,500.00	16,558,500.00
2	General Reserve		<u>2,794,528.00</u>	<u>2,794,528.00</u>
	Less:- Transfer to RBI Reserve		<u>2,794,528.00</u>	NIL
			-	<u>2,794,528.00</u>
3	Opening RBI Reserve		NIL	NIL
	Add: Transfer from General Reserve		2,794,528.00	NIL
	Add: Transfer from Profit and Loss account		261,439.13	
	Add: Transfer from Profit-Current Profit		25,248.24	NIL
	Closing RBI Reserve		<u>3,081,215.37</u>	-
4	Surplus (Profit & Loss Account)			
	Balance brought forward from previous year	[A]	(8,332,801.06)	(8,731,302.32)
	Add: Profit for the period	[B]	126,241.20	398,501.26
	Less: Transfer to RBI Fund	[C]	261,439.13	
	Less: Transfer to RBI Fund -Current Profit	[D]	25,248.24	NIL
	Closing Balance of Profit and Loss Account	[A+B-C+D]	<u>(8,493,247.23)</u>	<u>(8,332,801.06)</u>
	Total		<u>11,146,468.14</u>	<u>11,020,226.94</u>

Note : 3 Trade Payable

1	Trade Payable	Nil	<u>28,090.00</u>
	Total	<u>Nil</u>	<u>28,090.00</u>

Notes on Financial Statement for the year ended 31st March, 2014

Sr. No	Particulars	(in ₹)	
		As at 31st March, 2014	As at 31st March, 2013
Note : 4 Other Current Liabilities			
1	Advance Interest Received	Nil	990,203.00
2	Income Tax Payable	22,080.00	22,080.00
3	Interest on Income Tax	10,413.00	10,413.00
4	Listing Fees	211,873.00	211,873.00
5	Audit Fees payable	16,854.00	16,854.00
6	Salary payable	65,960.00	86,287.00
7	Telephone charges	5,341.22	Nil
8	Share transfer Charges	22,472.00	11,236.00
	Total	354,993.22	1,348,946.00
Note : 5 Short Term Provisions			
1	Provision for Taxation	228,000.00	58,000.00
2	Provision for Taxation (AY: 2013-14)	Nil	170,000.00
	Total	228,000.00	228,000.00

Notes on Financial Statement for the year ended 31st March, 2014

Note : 6 Fixed Asset

(in ₹)

Particulars	Rate	Gross Block				Depreciaton				Net Block	
		<i>Value at the beginning</i>	<i>Addition during the year</i>	<i>Deduction during the year</i>	<i>Value at the end</i>	<i>Value at the beginning</i>	<i>Addition during the year</i>	<i>Deduction during the year</i>	<i>Value at the end</i>	<i>WDV as on 31.03.2014</i>	<i>WDV as on 31.03.2013</i>
Tangible Assets											
Computer	40.00%	34,138.00	44,826	Nil	78,964	17,166.00	21,116.00	Nil	38,282.00	40,682.00	16,972.00
TOTAL (Current Year)		34,138.00	44,826.00	Nil	78,964.00	17,166.00	21,116.00	Nil	38,282.00	40,682.00	16,972.00
Previous Year		34,138.00	-	-	34,138.00	5,852.00	11,314.00	-	17,166.00	16,972.00	28,286.00

Notes on Financial Statement for the year ended 31st March, 2014

		(in ₹)	
Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
Note: 7 Other Non Current Assets			
1	Advance Income Tax/ Refund Due	19,307.00	19,307.00
2	Tax Deducted at source	292,274.00	292,274.00
3	Tax Deducted at source (AY 12-13)	115,202.00	115,202.00
4	Tax Deducted at source (AY 13-14)	378,379.00	378,379.00
	Total	805,162.00	805,162.00
Note : 8 Inventories			
1	Closing Stock (Note:A)	85,180,473.58	84,049,957.83
	Total	85,180,473.58	84,049,957.83
Note : 9 Current Investment			
1	Investment on Mutual Fund	13,031,150.00	Nil
	Total	13,031,150.00	Nil
Note : 10 Trade Receivables			
1	Outstanding for less than six months		
	a) Unsecured, Considered Good :	127,808.59	Nil
	Total	127,808.59	Nil
Note : 11 Cash & Cash Equivalent			
1	Cash-in-Hand		
	Cash Balance	192,572.32	708,849.32
	Sub Total (A)	192,572.32	708,849.32
2	Bank Balance		
	With Canara Bank	151,307.10	175,023.02
	With HDFC Bank	102,100.00	101,000.00
	Sub Total (B)	253,407.10	276,023.02
	Total [A + B]	445,979.42	984,872.34
Note :12 Short Terms Loans and Advances			
1	a) Loans To Body Corporate		
	Paradise Infrastructure Pvt Ltd	10,616,709.00	10,616,709.00
	D J Group Holding Pvt Ltd	5,000,000.00	Nil
	Mahima Realestate Pvt Ltd	5,000,000.00	Nil
	Uflex Limited	Nil	20,000,000.00
	Envirofld Projects & Engineers P. Ltd.	500,000.00	500,000.00
	Vipul Limited	25,000,000.00	25,000,000.00
	Valmark Realty Holding Pvt Ltd	5,000,000.00	Nil
	b) Loans to Others		
	Bhattad Brothers	Nil	10,000,000.00
	Lalita Jain	Nil	350,000.00
2	Advances		
	Rovers Suppliers Private Limited	100,000.00	100,000.00
	Advance to Staff	7,000.00	1,600.00
	Total	51,223,709.00	66,568,309.00
Note :13 Other Current Assets			
1	Accrued Interest on unsecured loans	318,357.00	Nil
2	Tax Deducted at source (AY 14-15)	356,150.00	Nil
	Total	674,507.00	Nil

Note:A**CMS FINVEST LIMITED****Closing Stock-Quoted****Stock Valuation as on 31.03.2014**

SL. No.	Description	QUANTITY	RATE		VALUE		LOWER
			COST	Market	COST	Market	
1	AMLUCKIE INVESTMENT CO LTD	475,000.00	4.95	297.80	2,351,250.00	141,455,000.00	2,351,250.00
2	Asika Credit Capital Ltd.	71,550.00	245.19	65.25	17,543,344.50	4,668,637.50	4,668,637.50
3	ATN INTERNATIONAL LTD.	1,100.00	1.51	0.19	1,661.00	209.00	209.00
4	Blue Chip India Ltd.	127,000.00	1.20	0.61	152,400.00	77,470.00	77,470.00
5	BLUE CIRCLE SERVICES LTD.	255,000.00	20.50	12.00	5,227,500.00	3,060,000.00	3,060,000.00
6	Bombay Dyeing & Mfg.	1,000.00	55.74	55.30	55,740.00	55,300.00	55,300.00
7	CONCOURSE INFOTECH	87,000.00	10.00	10.00	870,000.00	870,000.00	870,000.00
8	EDUCOMP SOLUTIONS LTD.	2,000.00	24.22	25.25	48,440.00	50,500.00	48,440.00
9	Gtl Infrastructure Ltd.	14,428.00	32.10	1.40	463,138.80	20,199.20	20,199.20
10	Gujarat Optical Communication Ltd.	2,800.00	12.14	0.60	33,992.00	1,680.00	1,680.00
11	Herald Commerce Ltd.	10,900.00	3.50	3.50	38,150.00	38,150.00	38,150.00
12	Indage Vinters Ltd.	188.00	13.55	13.55	2,547.40	2,547.40	2,547.40
13	India Nivesh Ltd.	1,300.00	36.80	42.35	47,840.00	55,055.00	47,840.00
14	Lcc Infotech Ltd.	171,000.00	0.65	0.15	111,150.00	25,650.00	25,650.00
15	MANGALAM INDIA LTD	1,030.00	3.42	2.40	3,522.60	2,472.00	2,472.00
16	MARSONS LTD.	33,573.00	13.07	5.45	438,799.11	182,972.85	182,972.85
17	Midland Plastics Ltd.	700.00	3.70	3.70	2,590.00	2,590.00	2,590.00
18	Network 18 Media & Investments Ltd.	177.00	123.95	33.90	21,939.15	6,000.30	6,000.30
19	Patel Engineering Ltd.	2,000.00	59.99	59.20	119,980.00	118,400.00	118,400.00
20	Pipavavdoc	110,914.00	34.83	35.45	3,863,134.62	3,931,901.30	3,863,134.62
21	SAPIENCE INDUSTRIES LTD.	13,700.00	35.40	35.40	484,980.00	484,980.00	484,980.00
22	Sesa Sterlite Ltd.	500.00	181.63	187.95	90,815.00	93,975.00	90,815.00
23	SILICON VALLEY INFOTECH LTD	1,682,500.00	2.61	0.21	4,391,325.00	353,325.00	353,325.00
24	TALBROS AUTOMATION COMPONENTS LTD	2,062.00	79.35	39.80	163,619.70	82,067.60	82,067.60
25	The Orissa Minerals D	30.00	2,191.78	2,268.90	65,753.40	68,067.00	65,753.40
26	Trf Ltd	696.00	388.70	144.70	270,535.20	100,711.20	100,711.20
27	TV 18 Broadcast Ltd.	928.00	77.19	25.45	71,632.32	23,617.60	23,617.60
28	Twenty First Century India Ltd.	4,100.00	2.00	2.00	8,200.00	8,200.00	8,200.00
29	Warner Multimedia Ltd.	3,000.00	2.86	0.96	8,580.00	2,880.00	2,880.00
	Total	3,076,176.00			36,952,559.80	155,842,557.95	16,655,292.67

Note: All stocks are valued under FIFO method.

Closing Stock-Unquoted

Sl. No.	Description	Quantity	Rate	Value
1	Abhijeet Projects Ltd.	10,390	100.00	1,039,000.00
2	Amber Vincom Pvt.Ltd.	8,000	100.00	800,000.00
3	Aradhana Estate Pvt Ltd.	1,370	200.00	274,000.00
4	BESTA VISION TRADERS PVT LTD.	4,700	1,000.00	4,700,000.00
5	BHUMI COMTRADE PVT LTD.	2,800	500.00	1,400,000.00
6	BINOD FERRO ALLOYS PVT LTD.	670	1,000.00	670,000.00
7	Bravemen Traders Pvt. Ltd.	67,980	200.00	13,596,000.00
8	Consistent Vinimay Pvt Ltd.	290	500.00	145,000.00
9	Crown Dealers Pvt Ltd.	26	20.00	520.00
10	Dhansafal Vinijya Pvt. Ltd.	1497900.00	2.70	4,044,330.00
11	Dhansakti Mercantile Pvt Ltd.	3,800	1,000.00	3,800,000.00
12	D M Fashions Pvt Ltd.	79,000	253.16	20,000,000.00
13	Fullmoon Tradecom Pvt Ltd.	460	500.00	230,000.00
14	INDIAALLNFO. COM. LTD	14,750	20.00	295,000.00
15	JALSAGAR SALES AGENCY PVT LTD.	920	100.00	92,000.00
16	J P Engineering Pvt Ltd.	4,805	200.00	961,000.00
17	KARLO RESOURCES & CREDIT PVT LTD	15,000	100.00	1,500,000.00
18	MANDLA BUSINESS INDIA PVT LTD.	17,000	100.00	1,700,000.00
19	Mumbai Sanchar Ltd.	6,140	500.00	3,070,000.00
20	Newtech Ispat Pvt Ltd.	5,250	100.00	525,000.00
21	NOBLE POWER PVT.LTD.	9,500	100.00	950,000.00
22	PRABHU SPONGE PVT LTD.	33,360	100.00	3,336,000.00
23	ROMEO BANIJYA PVT. LTD.	200	500.00	100,000.00
24	Sainath Dealcom Pvt Ltd.	3,774	100.06	377,630.91
25	Sairam Commercial Pvt Ltd.	250	100.00	25,000.00
26	SEPIA COMMERCIAL PV LTD	1,326	500.00	663,000.00
27	SONAL TIE UP LTD	517	100.00	51,700.00
28	SUBHLABH INTRADE PVT LTD	1,400	500.00	700,000.00
29	Subhrashi Dealcom Pvt Ltd.	1,550	200.00	310,000.00
30	Sursadhna Sponge & Ispat Pvt Ltd.	1,800	200.00	360,000.00
31	SUVARNA BANIJYA PVT LTD	1,500	500.00	750,000.00
32	TRANSTRADE VNIMAY PV LTD.	120	500.00	60,000.00
33	Utsav Vincom Pvt. Ltd.	800	500.00	400,000.00
34	Vertual Vanijya Pvt Ltd.	16,000	100.00	1,600,000.00
	Total	1,813,348		68,525,180.91

(in ₹)

Sr. No	Particulars	31-03-2014	31-03-2013
	Note : 14 Revenue from Operations		
1	Sale of Shares	92,819,676.62	57,628,393.65
	Total	92,819,676.62	57,628,393.65

Notes on Financial Statement for the year ended 31st March, 2014

		(in ₹)	
Sr. No	Particulars	As at 31st March, 2014	As at 31st March, 2013
Note : 15 Other Income			
1	Interest Received	4,726,962.00	3,826,528.00
2	Dividend Received	2,604.00	22,305.30
3	Compensation Received	4,687,500.00	6,281,250.00
4	Profit on Sale of Investment	31,150.00	Nil
5	Profit on Sale of Share	1,082.00	Nil
	Total	9,449,298.00	10,130,083.30
Note : 16 Cost of shares Purchased			
a) PURCHASES OF Shares			
1	Quoted Shares	26,400,393.45	14,350,000.00
2	Un-Quoted Shares	75,748,040.00	64,598,000.00
	Total	102,148,433.45	78,948,000.00
Note : 17 Change in Inventories			
1	Opening Stock	84,049,957.83	71,446,631.39
2	Closing Stock	85,180,473.58	84,049,957.83
	Total	(1,130,515.75)	(12,603,326.44)
Note: 18 Employment Benefit Expenses			
1	Employee Expenses	513,785.00	465,674.00
	Total	513,785.00	465,674.00
Note : 19 Depreciation & Amortised Cost			
1	Depreciation	21,116.00	11,314.00
	Total	21,116.00	11,314.00
Note : 20 Finance Cost			
1	Interest on Bank Overdraft	Nil	10,356.00
	Total	Nil	10,356.00
Note : 21 Other Expenses			
1	Advertisement	80,900.00	88,708.00
2	Audit fees	16,854.00	16,854.00
3	Bank Charges	3,674.00	1,108.00
4	Custodian Charges	52,703.80	53,436.00
5	Donation	200,000.00	57,500.00
6	Filling Fees	6,500.00	2,000.00
7	Legal Expenses	Nil	10,000.00
8	Listing Fees	28,090.00	78,652.00
9	Local Conveyance Expenses	22,603.00	11,073.00
10	Postage & Courier charges	18,329.00	5,701.00
11	Printing & Stationery	33,641.00	11,230.00
12	Professional charges	15,209.00	5,500.00
13	Rates & Taxes	4,250.00	4,250.00
14	Share Transferred Expenses	19,428.88	11,378.13
15	Telephone expenses	17,170.04	Nil
16	Security Transaction Tax	31,786.00	568.00
17	Software & Computer Maintenance	36,585.00	Nil
	Total	587,723.72	357,958.13

Note :22**Significant Accounting Policies and Notes on Accounts forming part of accounts for the year ended 31st March,2014****1. SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Preparation**

The financial statements have been prepared to comply in all material aspects with the Notified Accounting Standards by Companies (Accounting Standards) Rules, 2006 ,the relevant provisions of the Companies Act, 1956 and guidelines issued by Securities Exchange Board of India (SEBI).Accounting Policies have been consistently applied.

1.2 Accounting Conventions

The Accounts have been prepared under the historical cost convention on an accrual basis and in accordance with requirements of the Companies Act, 1956 and comply with the Accounting Standards referred to in sub-section (3C) of Section 211.

1.3 Use of Estimates

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Differences between the actual result and estimates are recognised in periods in which the results are known/materialised.

1.4 Fixed Assets

Fixed assets are stated at cost less depreciation/amortisation and impairment loss, if any. The cost is inclusive of interest and incidental expenses incurred during construction period.

1.5 Depreciation and Amortisation

- i. Depreciation on additions to/deductions from fixed assets is being provided on pro-rata basis.
- ii. Depreciation on fixed assets is provided on WDV method and at rates under Companies Act, 1956.

1.6 Taxes on Income

The Company provides for current tax based on the provisions of the Income Tax Act applicable to it. Deferred Tax resulting from "Timing differences " between book profit and taxable profit wherever material, but company has not accounted treatment of deferred tax for the financial year 2013-14.

1.7 Recognition of Income and Expenditure

In respect of other heads of Income and Expenses, they are generally accounted for an accrual basis as they are earned or incurred.

1.8 Inventories

Inventories are valued at lower of cost and net realisable value.

1.9 Previous Year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

2. NOTES ON ACCOUNTS

2.1 Earnings Per Share

The Company reports basic and diluted earning per equity share in accordance with Accounting Standard - 20 'Earnings per Share' issued by the Institute of Chartered Accountants of India.

	As at 31st March, 2014	(in ₹) As at 31st March, 2013
Numinator Used : Profit / (Loss) for the Year (in Rs)	126,241.20	568,501.26
Denominator Used : No. of Shares of Rs. 10/- each.	13,995,900	13,995,900
EPS	0.01	0.04

2.2 Auditors' Remuneration

Particulars		
Statutory Audit Fees	15,000.00	15,000.00
Service Tax	1,684.00	1,684.00
Total	16,854.00	16,854.0

2.3 In lieu of accumulated loss, the company has not transferred any amount to Reserve Fund during this Financial Year.

2.4. In terms of AS 17 of the ICAI Segment information has not been given as the entire business activities of Investment & Finance is considered as one business segment.

2.5. In accordance with the requirements of Accounting Standard - 18 " Related Party Disclosure" issued by the Institute of Chartered Accountants of India the name of the related party as identified and certified by the management is given below:

a) Related Party Disclosures

Key Managerial Personnel

Mr. Niraj Prakash Khetan - Managing Director

b) The transaction with the party mentioned in 'a' above :

Director Remuneration

Mr. Niraj Prakash Khetan - Rs. 323406/-

2.5. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank) Directors, 2007 are given in Annexure - II.

As per our Report of even date
FOR **JMP ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regd. No: 324235E
CA. **MANISH GADIA**

NIRAJ PRAKASH KHETAN
Managing Director
DIN : 00193979

Place :- Kolkata
Date :- 29/05/2014

Partner
Membership No. : 059677

NAWIN LAHOTY
Secretary

SANDEEP DEY
Director
DIN : 00177159

ANNEXURE - II

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company

(as required in terms of **paragraph 13** on Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

Particulars		
Liabilities side :		
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount outstanding	Amount overdue
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(other than failing within the meaning of public deposits*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (specify nature)	NIL	NIL
* Please see Note 1 below		
Assets side :		
	Amount outstanding	
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured	NIL	
(b) Unsecured	512.23	
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	NIL	
(b) Operating lease	NIL	
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	NIL	
(b) Repossessed Assets	NIL	
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	NIL	
(b) Loans other than (a) above	NIL	
(4) 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	

Particulars	Amount outstanding
Long Term 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

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(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	512.23	512.23
Total	NIL	512.23	512.23

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

Please see note 3 below

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related Parties	NIL	NIL
2. Other than related parties	NIL	NIL
Total	NIL	NIL

** As per Accounting Standard of ICAI (Please see Note 3)

(7) Other information

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

Notes :

- As defined in paragraph 2(1)(xii) of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- 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 (4) above.

CMS Finvest Limited

Registered Office: 10, Princep Street, 2nd Floor, Kolkata - 700 072
 E-mail: info@cmsinfotech.com, website: www.cmsinfotech.com
Phone: 033-40022880, Fax: 91-33-2237 9053
CIN: L67120WB1991PLC052782

PROXY FORM

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

Name of the Member(s): Registered Address:.....
 Email id: Folio No./DP ID-Client ID No. :
 I/We, being the member (s) of shares of the above named company, hereby appoint
 (1) Name : Address :
 E-mail Id : Signature : or failing him
 (2) Name : Address :
 E-mail Id : Signature : or failing him
 (3) Name : Address :
 E-mail Id : Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the Wednesday of September 24, 2014 at 11.00 a.m. at "Somani Conference Hall", Merchants Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution proposed	Optional	
		For	Against
	Ordinary Business		
1	Adoption of Financial Statements, Reports of the Board of Directors' and Auditors'		
2	Re-appointment of Director		
3	Re-appointment of Auditors		
	Special Business		
4	Appointment of Shri Akshya Kumar Parida as an Independent Director		
5	Appointment of Shri Thakur Prasad as an Independent Director		
6	Appointment of Shri Sandeep Dey as an Independent Director		

Signed this..... day of.....2014.

Signature of shareholder..... Signature of Proxy holder(s)

- Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Third Annual General Meeting.

Affix
Revenue
Stamp

CMS Finvest Limited

Registered Office: 10, Princep Street, 2nd Floor, Kolkata - 700 072
 E-mail: info@cmsinfotech.com, website: www.cmsinfotech.com
Phone: 033-40022880, Fax: 91-33-2237 9053
CIN: L67120WB1991PLC052782

ATTENDANCE SLIP ANNUAL GENERAL MEETING

Registered Folio No. : DP ID No.

No. of Shares: Client ID No. :

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company held at the "Somani Conference Hall", Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Wednesday, 24th September, 2014 at 11.00 a.m

Member's/Proxy's Name in Block Letters

Member's /Proxy's Signature

Notes: Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall. Please also bring your copy of the Annual Report.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD
140816012	Please refer to Note No. 11. I. in the Notice	