

AAGAM CAPITAL LIMITED

ANNUAL REPORT

2013-2014

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Anil Kothari	Chairman
Mr. Shital Mutha	Director
Mr. Januram Hinduram Choudhary	Director
Mr. Shailendra Kumar Patni	Director

BANKERS

Axis Bank Limited

AUDITORS

Motilal & Associates
Chartered Accountants,
11/13, M.K. Admin Marg, 1st Floor
King Lane, Behind Central Camera
Bora Bazar
Mumbai 400 001.

REGISTERED OFFICE

'Room No 2, 3rd Floor,
5/7, Kothari House, OAK Lane Fort,
Mumbai – 400 023.
Email: aagamcltd@gmail.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Second Annual General Meeting of the Members of **AAGAM CAPITAL LIMITED** will be held on Saturday 27th September 2014 at the Pranjali School Auditorium, 155/157 August Kranti Marg, Next to Stephens Church, Kemps Corner, Mumbai - 400036 at 5.00 P.M to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet as on March 31, 2014 and the Profit & Loss Account for the year ended & Cash Flow Statement as on that date together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Januram Hinduram Choudhary, (DIN - 03501141) who retires by rotation and is eligible for re-appointment.
3. To appoint M/s Motilal & Associates, Chartered Accountants from the conclusion of this meeting up to the conclusion of 26th Annual General Meeting and to fix their remuneration.

“RESOLVED THAT M/s Motilal & Associates, Chartered Accountants (firm registration number 106584W), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 22nd Annual General Meeting up to the conclusion of the 26th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

For and on behalf of the Board of Directors

Place: Mumbai
Date: 27th August, 2014

Mr. Anil Kothari
Chairman

Registered Office:

Room No 2, 3rd floor, 5/7,
Kothari House, OAK Lane Fort,
Mumbai – 400 023.

NOTES:

1. **A MEMER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** The Register of Members & Share Transfer Books of the Company will remain closed on Thursday, 25th September, 2014 to Saturday 27th September, 2014 (both days inclusive).
2. The Company has appointed M/s Big Share Services Pvt. Ltd. as the Registrars and Transfer Agents for both physical as well as electronic transfers. The equity shares of the Company have been inducted in both National Securities Depositories Limited and Central Depositories Services (India) Limited to enable shareholders to hold and trade the securities in dematerialised / electronic form. (ISIN No. INE817D01013)
3. Members are requested to notify changes, if any, in their address and /or the bank mandate details to the Company's Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participants for shares held in electronic form.

4. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Clause – 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 22nd Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

Vikas N Jain & Associates Chartered Accountant Firm Registration No. 134911W is appointed as scrutinizer to conduct E-voting.

STEPS FOR E-VOTING

- (i) The voting period begins on 22nd September, 2014 at 9.00 a.m. and ends on 23rd September, 2014 6.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Aagam Capital Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.
- (xx) Pursuant to Clause 49(IV) (G) of the Listing Agreement, the following information is furnished in respect of the Directors proposed to be appointed/re-appointed.

Mr. Januram Hinduram Choudhary, (DIN- 03501141)

Name	Mr. Januram Hinduram Choudhary
DOB	23/12/1983
DIN	03501141
Qualification	MBA
Expertise	Finance
Other Directorship	M/s. Shampa Trading Private Limited M/s. Indravarun Trade Impex Private Limited Limited
No. of shares held in the Company	NIL

DIRECTORS' REPORT

To The Members,

The Directors of your company present the Twenty Second Annual Report and the Statement of Audited Accounts for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS:

	Year Ended 31st March 2014	(Rs. In Lakhs) Year Ended 31st March 2013
Operational & Other Income	14,97,216	184,697,773
Profit/(Loss) before Depreciation & Tax	6,37,566	(2,78,65,345)
Less: Depreciation	74,866	1,757,095
Profit/ (Loss) before Tax	5,62,700	(26,108,250)
Less: Provision for tax		
- Current Tax	1,07,233	—
- Deferred Tax	—	—
- Fringe Benefit Tax	—	—
- MAT Credit Entitlement	—	—
- (Excess)/ Short Provision for Tax of Earlier Year		204,158
Profit / (Loss) after Tax	4,55,477	(26,312,408)

OPERATIONS:

There is a Profit after tax amounting to Rs. 4,55,477 as compared to the loss of the previous year Rs.2,63,12,409

DIVIDEND & APPROPRIATIONS:

The Board of Directors of the Company do not recommend any dividend for the year 2013-2014. During the year under review the Company has transferred an amount of Rs. NIL out of current profits to Reserve Fund In accordance with Section 45-IC of the RBI Act, 1934.

DIRECTORS

Mr. Vikash Kumar Resigned from the Board of Directors of the Company w.e.f 20th May, 2014. Mr. Januram Choudhary who retire by rotation and being eligible offer himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
3. 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;

4. That the Annual Accounts for the year ended 31st March, 2014 have been prepared on a going concern basis.

MANAGEMENT DISCUSSION & ANALYSIS:

Management Discussion & Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented separately in the Annual Report.

AUDITORS:

M/s. Motilal Jain and Associates, Chartered Accountants, the Company's Auditors will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your Directors recommend their reappointment for the ensuing year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**(A) Conservation of Energy and Technology Absorption:**

In view of the nature of activities which are being carried out by the Company, your Directors have nothing to state in connection with Conservation of Energy and technology Absorption as specified in Rules 2A and 2B of the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988.

(B) Foreign Exchange Earning & Outgo

During the year under review, the Company did not have any Foreign Exchange Earnings or Outgo.

CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement, the code of Corporate Governance is applicable to your Company. A detailed report on Corporate Governance, declaration of Director and a certificate from a Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed and forms part of this report.

AUDITORS' REPORT:

Observations made in the Auditors' Report are self explanatory and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956

FIXED DEPOSITS:

The Company has not accepted or renewed any deposit from public during the year under review.

PARTICULARS OF EMPLOYEES:

During the year under review, none of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956 and the rules made there under as amended.

ACKNOWLEDGEMENTS:

The Directors wish to express their gratitude to the bankers, Clients, and all the Business Associates for their continuous support to the Company and to the Shareholders for the confidence reposed in the Company's management. The Directors also convey their appreciation to all the employees at all levels for their enormous personal efforts as well as collective contribution.

For & on behalf of the Board of Director

Place : Mumbai
Date : August 27th , 2014

Shri Anil Kothari
Chairman

Registered Office :
'Room No 2, 3rd floor, 5/7,
Kothari House, OAK Lane Fort,
Mumbai – 400 023.

MANAGEMENT DISCUSSION & ANALYSIS:**Industry Structure and Development**

There has been decline in the capital market indices and the market turnover. The reasons for downward market movement are:

- Subdued FII inflows into the country led to a decline in Indian markets and contributed to the sharp depreciation of the rupee in the forex market, though much of the depreciation was troubled due to European and inflation-hit emerging market economies.
- Moderation in the growth rate of the economy has also affected market sentiments. This moderation in growth is on account of several factors, including the uncertainty in the global environment and lag effect of monetary policy tightening.
- Monetary tightening in India has led to some correction in stock markets, just as it happened in other emerging market economies as their central banks tightened their grips.

Qualified foreign investors (QFIs) were allowed to directly invest in Indian equity markets in January 2012. This was done to widen the class of investors, attract more foreign funds, reduce market volatility, and deepen the Indian capital market.

Segment wise or Product wise performance

At present the Company is carrying out its operations in only one segment namely, Finance & Investment.

Opportunities & Threats

Business conditions continue to be challenging and Business growth will depend on the recovery of the global economies. The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time.

Outlook, Risks & Concerns

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

Internal Control Systems

The Company has set in place adequate systems and procedures to effectively run and manage its operations.

REPORT ON CORPORATE GOVERNANCE**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Aagam Capital Limited believes that good corporate governance generates goodwill among business partners, creditors, employees and investors, earns respect from society, brings about a consistent sustainable growth for the Company and generates competitive returns for the Investors. Your Company is committed to the principles of good corporate governance.

2. BOARD OF DIRECTORS

The present Board comprises of Four members, Two of Them are Non-Executive Independent Directors and Two of them are Executive Directors. Name and category of each director is given below.

Name of Director	Category	Attendance at		Directorship in other Companies	Membership in Board Committees of other Companies
		Board Meetings (Out of 5)	Last AGM		
Mr. Anil Kothari	Chairman (Executive Director)	5	YES	2	2
Mr. Januram Hinduram Choudhary	Executive Director	5	YES	3	3
Mr. Shital Mutha	Non Executive Independent	5	YES	3	3
Mr. Shailendra kumar patni	Non Executive Independent	5	YES	1	1

NOTE

During the financial year 2013-2014 under review, the Board of Directors met 5 times on the following dates: 28th May, 2013, 14th August, 2013, 28th September, 2013, 13th November, 2013 and 13th Feb, 2014.

Disclosure regarding re-appointment of Directors: Provided in the notes to the notice of Annual General Meeting.

3. AUDIT COMMITTEE

The Company has an Audit Committee consisting of the following Directors:

Name	Designation	Category
Mr. Shital Mutha	Chairman	Non-Executive, Independent
Mr. Shailendra kumar patni	Director/Member	Non-Executive, Independent
Shri Anil Kothari	Director/Member	Executive

Four audit committee meetings were held during the year 2013-2014 on 28th May, 2013, 14th August, 2013, 13th November, 2013 and 13th Feb, 2014. The audit committee invites such executives as it considers appropriate including and the representative of the statutory auditors to be present at the meetings of the committee. The Compliance Officer Acts as the Secretary to the Audit Committee. The terms of reference of the audit committee includes the following:

- a. Reviewing the Company's financial reporting process and the disclosure of its financial information.
- b. Recommending the appointment and removal of auditors, fixation of audit fees and also approval for payment for any other services.
- c. Reviewing with the management the half yearly / annual financial statements before submission to the Board.
- d. Reviewing with the management the Quarterly financial statements before submission to the Board for approval.
- e. Reviewing with the management, performance of auditors, and the adequacy of internal control systems.
- f. Discussion with the auditors, before the audit commences, nature and scope of audit as well as have post audit discussions in the area of concern.
- g. To look into the reasons for the substantial defaults in the payment to the shareholders (in case of non payment of declared dividends) and creditors.
- h. Any other matter that may be delegated by the Board from time to time.

4. REMUNERATION COMMITTEE

The Board of Directors has appointed a separate remuneration committee, The Committee consisting of the following Directors:

Name	Designation	Category
Mr. Shital Mutha	Chairman	Non-Executive, Independent
Mr. Shailendra kumar patni	Director/Member	Non-Executive, Independent
Shri Anil Kothari	Director/Member	Executive

5. INVESTOR GRIEVANCE COMMITTEE

The Share Transfer Committee consists of Directors, Shri Anil Kothari, Shri Januram Hinduram Choudhary Mr. Shital Mutha as its members. All Shares are transferred within a period of 15 days from the date of receipt as long as the documents are clear in all respects and there are no complaints pending.

The Company has appointed M/s Bigshare Services Private Limited as its Registrar and Share Transfer Agent. During the year under review, no complaints have been received from shareholders.

6. DETAILS OF GENERAL BODY MEETING

1. Location and Time where last three AGMs were held

Year	Location	Date	Time
2012-2013	Room No.2, 2 nd Floor, Beaumont Chambers, N. M Road, Fort, Mumbai – 400001	28.09.2013	05.00 P.M
2011 – 2012	The International House, 4 th Floor, New Marine Lines cross Rd. No. 1, 16, Maharshi Karve Rd, Churchgate, Mumbai – 400020	28.09.2012	11:00 A.M.
2010 – 2011	The International House, 4 th Floor, New Marine Lines cross Rd. No. 1, 16, Maharshi Karve Rd, Churchgate, Mumbai – 400020	02.08.2011	10.00 A.M.

2. No special resolution was put through Postal Ballot at the last AGM or during the year under review.
3. No Extra ordinary General Meeting was held during the year under review.

7. DISCLOSURES

- a) Transactions with related parties are disclosed in pt. No. 7 of Note 17 Notes to the Financial Statements to the Accounts in the Annual Report.
 - b) The Company has complied with the requisite regulations relating to capital markets. There were no penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
 - c) The Company has complied with the Mandatory requirements of Clause 49 of the Listing Agreement and has not implemented any non-mandatory requirements.
 - d) Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchange and are normally published in "Asian Age (English)" and "Lok Mitra (Marathi)".
8. The Management Discussion and Analysis Report forms part of the Director's Report.

9. MEANS OF COMMUNICATION

The quarterly financial results of the Company are normally published in the "Asian Age (English)" and "Lok Mitra (Marathi)".

The quarterly financial results and half-yearly financial results of the Company are not sent to each shareholder. However, the company ensures that its financial results are sent to the concerned Stock Exchange immediately after the same have been considered and taken on record by the Board of Directors.

The Management Discussion and Analysis Report is a part of the Annual Report of the Company for the year under review.

10. GENERAL SHAREHOLDER INFORMATION

- a) The Twenty Second Annual General Meeting of the Company will be held on Saturday 27th September 2014 at the Pranjali School Auditorium, 155/157 August Kranti Marg, Next to Stephens Church, Kemp's Corner, Mumbai - 400036 at 5.00 P.M.
- b) Financial Calendar for the year 2014-2015 (Tentative Dates)

Results for the first quarter ending 31 st March 2014	: 26th May 2014
Results for the second quarter ending 30 th June 2014	: 12th August, 2014
Results for the quarter ending 30th September, 2014	15th November, 2014
Results for the quarter ending 31 st Dec. 2014	: 14th February, 2015
Results for the year ending 31 st March 2015	: within 60 days of the end of year
- c) The Register of Members and Share Transfer Books of the company will remain closed on Thursday, 25th September, 2014 to Saturday, 27th September, 2014 (both days inclusive).
- d) The equity shares of the Company are listed on the BSE Limited. The Company has paid the listing fees for the year under review.

- e) Stock code at BSE Limited : 531866
ISIN for NSDL / CDSL : INE817D01013
- f) Registrar and Share Transfer Agent: M/s Bigshare Services Private Limited having its office at E-2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400 072 , Tel No.: 022 2847 0652/53 and Fax No.: 022 2847 5207

g) **Market Price Data (BSE)**

Month	April	May	June	July	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
	2013	2013	2013	2013	2013	2013	2013	2013	2013	2014	2014	2014
High	186.20	178.90	102.05	122.85	126.50	125.00	167.55	180.40	132.00	146.70	128.00	170.00
Low	182.50	107.40	78.45	91.80	103.50	94.55	121.00	123.55	97.00	96.00	107.65	110.30

- h) Shares lodged in physical form with the company are processed for transfer within 15 days. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved.

- i) The Status of Dematerialization of Shares as on 31st March 2014 are as follows

Particulars	No. of Shares	Percentage (%)
Electronic Mode		
NSDL	2480820	49.61
CDSL	2511378	50.23
Physical Mode	7802	0.16
Total :	5000000	100.00

- j) No GDRs/ADRs/Warrants or any convertible investments have been issued by the Company.
- k) All correspondence regarding share transfers, dematerialization of share certificates and other related matters should be addressed to M/s Bigshare Services Private Limited, E-2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400 072. Members are requested to quote their folio number/DP Id & Client Id in all their correspondence with the Company & the Registrars.
- l) Distribution of shareholding as on 31st March, 2014 is as follows:

Nominal Value of Equity Shares		No of Shareholders	Value of shares (in Rs.)	% total Capital
1	5000	541	6,61,790	1.3236
5001	10000	107	9,03,620	1.8072
10001	20000	84	13,04,150	2.6083
20001	30000	62	16,38,050	3.2761
30001	40000	27	10,03,270	2.0065
40001	50000	34	16,11,530	3.2231
50001	100000	61	48,30,620	9.6612
100001	999999999	74	3,80,46,970	76.0939
TOTAL		990	5,00,00,000	100.00

l) Category wise distribution of shareholding as on 31st March, 2014 is as follows:-

Category	No of Shares	% of Shareholding
A) Shareholding of Promoter and Promoter Group		
(1) Indian	0	0
Individuals/Hindu Undivided Family		
Bodies Corporate	0	
Sub Total	0	0
(2) Foreign	--	--
Total shareholding of Promoter and Promoter Group (A)	0	0
B) Public Shareholding		
(1) Institutions		
Foreign Institutional Investors		
Sub Total		
(2) Non-Institutions		
Bodies Corporate	1885798	37.72
- Individuals		
- Individual shareholders holding nominal share capital upto Rs.1 Lakh	1115612	22.31
- Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1868744	37.37
- Any Others		
Clearing Members	129822	2.60
Non Resident Indians	24	0.00
(Repat)		
Sub Total	5000000	100
Total Public shareholding (B)	5000000	100
TOTAL (A) + (B)	50,00,000	100.00

CERTIFICATE ON CORPORATE GOVERNANCE**TO THE MEMBERS OF
AAGAM CAPITAL LIMITED**

We have examined the compliance of conditions of Corporate Governance by Aagam Capital Limited, for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. 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 and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We 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 Motilal & Associates
Chartered Accountants
(F. No.: 106584W)

CA Motilal Jain
Proprietor
Membership No: 036811

Place: Mumbai
Date: 26th May, 2014

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Aagam Capital Limited,
Mumbai,

I, Anil Kothari, responsible for the finance function hereby certify that:

- a) I, have reviewed financial statements and the cash flow statement for the year 2013-14 and that to the best of my 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 affair and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) I have indicated to the auditors and the Audit Committee-
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which I am aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Aagam Capital Limited,

(Anil Kothari)

Place : Mumbai

Date : 27th August, 2014

INDEPENDENT AUDITORS' REPORT**To the Members of AAGAM CAPITAL LIMITED****1. Report on the Financial Statements**

We have audited the accompanying financial statements of AAGAM CAPITAL LIMITED (Formerly known as Subhkam Capital Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. 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"). 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.

3. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

4. 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 Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

5. Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditors' 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.

- ii. 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 accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - 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; and
 - 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 are 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 Motilal & Associates
Chartered Accountants
(F. No.: 106584W)

CA Motilal Jain
Proprietor
Membership No: 036811

Place: Mumbai
Date: 26th May, 2014

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED ON
31ST MARCH, 2014****Referred to in our report of even date**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and the situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. The Company does not have any inventory. Accordingly, the provisions of clause 4 (ii) of the order are not applicable to the Company.
3. (a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, paragraph 4 (iii) (a) to (d) of the Order are not applicable.
- (b) The Company has taken unsecured loans from a party, covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year of such loan was ₹ 50,000 and the year end balance of such loan was ₹ 50,000.
- (c) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie, not prejudicial to the interest of the company.
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
5. (a) In our opinion and according to the information and explanations given to us, transaction that needs to be entered into the register maintained under Section 301 of the Act, 1956 has been entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules made and framed there under.
7. The company does not have an internal audit department.
8. As informed to us the Central Government has not prescribed for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for any of the products of the Company.
9. The Company is regular in depositing 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 and any statutory dues with the appropriate authorities, there is no other undisputed statutory demand outstanding for more than six months from the date they became payable.
10. The Company has accumulated losses of ₹ 570.29 lacs which is more than fifty percent of the net worth of the Company. The company has not incurred cash loss during the financial year and has incurred cash loss in the immediately preceding financial year.

11. In our opinion, on the basis of audit procedures and according to the information and explanation given to us, the Company has not taken any loans from financial institutions or banks and has not issued any debentures during the year.
12. We have been informed and explained that the Company has not granted any loans and advances on the basis of security by way of the pledge of shares, debentures and other securities and hence the company is not required to maintain documents and records.
13. In our opinion, the Company is not a Chit Fund or Nidhi Fund or a Mutual Fund / Society. Accordingly, the provision of the clause 4(xiii) of the Order is not applicable to the Company.
14. In our opinion, the Company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name, except to the extent of the exemption granted under Section 49 of the Act.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. During the year the Company has not taken any term loan, hence the application of the same for the purposes for which they were obtained does not arise.
17. According to the information and explanation given to us and overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short term basis that have been applied for long term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year and no debentures were outstanding as at year end. Accordingly, requirements of clause 4 (xix) of the Order are not applicable to the Company.
20. The Company has not raised any money by way of public issues during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or before by the company has been noticed or reported during the course of our audit.

For Motilal & Associates
Chartered Accountants
(F. No.: 106584W)

CA Motilal Jain
Proprietor
Membership No: 036811

Place: Mumbai
Date: 26th May, 2014

Balance Sheet as at March 31, 2014

Particulars	Note No	As at March 31, 2014 ₹	As at March 31, 2013 ₹
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	1	50,000,000	50,000,000
Reserves and surplus	2	(30,322,014)	(30,777,491)
Non Current Liabilities			
Long term provisions	3	-	24,673
Current Liabilities			
Short term borrowings	4	50,000	-
Other current liabilities	5	306,134	184,906
Short term provisions	6	34,846	45,957
Total		20,068,966	19,478,045
II. ASSETS			
Non-current assets			
Fixed assets (tangible)	7	135,791	210,658
Long term loans and advances	8	1,129,836	1,129,836
Current assets			
Cash and cash equivalents	9	319,977	331,568
Short term loans and advances	10	18,483,361	17,805,983
Total		20,068,966	19,478,045
Notes to financial statements	17		
The notes referred to above form an integral part of the balance sheet. In terms of our report attached.			
For Motilal and Associates Firm Reg. No.106584W Chartered Accountants		For and on behalf of the Board	
CA Motilal Jain Proprietor Membership No. 036811	Anil Kothari Director	Januram Choudhary Director	
Place : Mumbai Date: May 26, 2014			

Statement of Profit & Loss for the year ended March 31, 2014

Particulars	Note No	As at March 31, 2014 ₹	As at March 31, 2013 ₹
<i>Income:</i>			
Revenue from operations	11	1,495,805	182,235,837
Other income	12	1,411	2,461,936
Total		1,497,216	184,697,773
<i>Expenses:</i>			
Purchase of shares and securities		-	54,358,184
Changes in inventory of shares and securities	13	-	135,573,829
Securities transaction tax		-	258,272
Employee benefit expenses	14	69,103	4,480,021
Finance costs	15	-	5,942,208
Other expenses	16	788,860	8,435,467
Depreciation		74,866	1,757,095
Contingent provision against standard assets		1,687	947
Total		934,516	210,806,023
Profit before tax		562,700	(26,108,251)
Tax expense:			
Current tax		107,223	-
Deferred tax		-	-
(Excess)/ Short Provision for Tax of Earlier Year		-	204,158
Profit/(Loss) after tax		455,477	(26,312,409)
Earning per equity share:			
(1) Basic (Refer note 19(9))		0.09	(5.26)
(2) Diluted (Refer note 19(9))		0.09	(5.26)
Notes to financial statements	17		

The notes referred to above form an integral part of the profit & loss account.

In terms of our report attached.

For Motilal and Associates
Firm Reg. No.106584W
Chartered Accountants

For and on behalf of the Board

Anil Kothari
Director

Januram Choudhary
Director

CA Motilal Jain
Proprietor
Membership No. 036811

Place : Mumbai
Date: May 26, 2014

Notes to the financial statements for the period ended March 31, 2014

Note No.	Particulars	March 31, 2014		March 31, 2013	
		No. of Share	₹	No. of Share	₹
1	Share Capital				
	(a) Authorised				
	Equity Shares of Rs. 10/- each	5,250,000	52,500,000	5,250,000	52,500,000
	(b) Issued, Subscribed & Paid up				
	Equity Shares of Rs. 10/- each	5,000,000	50,000,000	5,000,000	50,000,000
	Total	5,000,000	50,000,000	5,000,000	50,000,000
(c) Reconciliation of Equity shares					
Shares outstanding at the beginning of the year	5,000,000	50,000,000	5,000,000	50,000,000	
Shares Issued during the year	-	-	-	-	
Shares bought back during the year	-	-	-	-	
Shares outstanding at the end of the year	5,000,000	50,000,000	5,000,000	50,000,000	

		March 31, 2014		March 31, 2013	
		No. of Share	% of Holding	No. of Share	% of Holding
(d) Disclosure of share holders - holding more than 5% of paid up capital.					
S R Jute Traders Private Limited		-	-	1,667,221	33.34
(e) Rights, preferences and restrictions attached to shares	The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				

2	Reserves & Surplus	March 31, 2014		March 31, 2013	
		No. of Share	₹	No. of Share	₹
	(a) Securities Premium Account		25,350,000		25,350,000
	(b) Special Reserves U/s 45 IC of RBI Act, 1934				
	Opening Balance	1,358,605		1,358,605	
	Add : Current Years Transfer	-	1,358,605	-	1,358,605
	(c) Surplus (Profit & Loss Account)				
	Opening balance	(57,486,096)		(31,173,688)	
	Add : Net Profit/(Net Loss) of current year	455,477		(26,312,409)	
	Less : Transfer to Reserves	-	(57,030,619)	-	(57,486,096)
			(30,322,014)		(30,777,491)

Note No.	Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
3	Long Term Provisions (Non Current)		
	(a) Provision for employee benefits	-	24,673
		-	24,673
4	Short Term Borrowings Unsecured		
	(a) Loans repayable on demand from other parties	50,000	-
		50,000	-
5	Other Current Liabilities		
	(a) Expenses payable	302,693	163,988
	(b) Other payables - Statutory Payments	3,441	20,918
		306,134	184,906
6	Short Term Provisions (Current)		
	(a) Provision for employee benefits	-	12,798
	(b) Contigent Provision against Standard Assets	34,846	33,159
	(c) Provision for MAT	-	
		34,846	45,957
8	Long Term Loans & Advances (Unsecured, considered good)		
	(a) Security Deposits	112,500	112,500
	(b) Advance Tax & TDS (Net)	1,017,336	1,017,336
		1,129,836	1,129,836

Note No. 7 Fixed Assets

Fixed Assets	Gross Block		Accumulated Depreciation		Net Block	
	Balance as at 1 April 2013	Balance as at 31 March 2014	Balance as at 1 April 2013	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013
	₹	₹	₹	₹	₹	₹
Tangible Assets						
Computers	739,944	739,944	677,757	709,700	30,243	62,186
Office Equipments	300,377	300,377	151,905	194,828	105,548	148,472
Total	1,040,321	1,040,321	829,662	904,528	135,791	210,658
Previous year	13,319,309	1,040,321	4,278,817	829,662	210,658	9,040,492

Note No.	Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
9	Cash and cash equivalents		
	(a) Balances with banks		
	Current Accounts	31,919	33,900
	Bank deposits with less than 12 months maturity	144,434	134,390
	(b) Cash on hand	143,624	163,278
		319,977	331,568
10	Short-term loans and advances		
	Others -		
	(Unsecured, considered good)		
	(a) Advances to Staff	-	414,950
	(b) Other Receivables	13,938,220	12,848,815
	(c) Prepaid Expenses	-	19,207
	(d) Advance Tax & TDS (Net)	74,073	51,943
	(e) MAT Credit	4,471,068	4,471,068
		18,483,361	17,805,983
11	Income from Operations		
	Interest - Gross	1,495,805	326,825
	(Tax deducted at source Rs. 1,49,582, Previous Year Rs.31,714)		
	Sale of Shares & Securities	-	181,909,012
		1,495,805	182,235,837
12	Other Income		
	Dividend Income	-	1,152,843
	Interest on I.Tax Refund	1,411	1,117,583
	Sundry Balance W/Back	-	191,510
		1,411	2,461,936
13	Changes in inventory of shares and securities		
	Closing Inventory of shares and securities	-	-
	Opening Inventory of shares and securities	-	135,573,829
		-	135,573,829
14	Employee Benefits Expense		
	Salaries and incentives	66,125	4,405,587
	Contribution to Provident fund	2,978	231,970
	Gratuity	-	(208,466)
	Staff welfare expenses	-	50,930
		69,103	4,480,021
15	Finance Cost		
	Interest Paid on Loans (Net)	-	5,939,062
	Interest Paid on others	-	3,146
		-	5,942,208

Note No.	Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
16	Other Expenses		
	Auditor's Remuneration	33,708	76,564
	Conveyance & Travelling Expenses	-	28,725
	Demat & Depository Charges	52,467	53,385
	Electricity Expenses	-	598,457
	Membership & Subscription	2,330	169,859
	Miscellaneous expenses	456,514	210,690
	Motor Car Expenses	-	594,543
	Office Expenses	12,220	61,448
	Printing & Stationery	17,220	162,315
	Legal & Professional Charges	64,000	479,974
	Rent Paid	150,000	5,692,907
	Repairs and Maintenance Expenses	400	132,911
	Telephone Expenses	-	173,689
		788,860	8,435,467
16.1	Payments to the auditor :-		
	(a) Audit Fees	28,090	61,798
	(b) Tax Audit	-	11,236
	(c) Other Matters	5,618	3,530
		33,708	76,564

Grouping to the Balance Sheet as at March 31, 2014

Note No.	Particulars	March 31, 2014 ₹	March 31, 2013 ₹
4	Unsecured Loans repayable on demand		
	Anil Mansukhlal Kothari	50,000	
		50,000	-
5	Other payables - Expenses		
	Demat & Depository Charges Payable	6,483	5,681
	Innovative Communication	4,960	
	Kamal Prints	2,205	
	Manisha Anil Kothari	75,000	
	Mehta Chokshi & Shah	108,708	101,124
	Motilal & Associates	30,337	
	Vimaladevi Mansukhlal Kothari	75,000	
	Salary & Allowances Payable	-	57,183
		302,693	163,988
	Other payables - Statutory payments		
	Professional Tax	-	200
	Provident Fund	70	5,526
	TDS on Consultancy Charges	3,371	9,075
	TDS on Salary	-	6,117
	3,441	20,918	
6	Provision for employee benefits		
	Leave Encashment	12,798	12,798
		12,798	12,798
8	(a) Security Deposits		
	Public Issue Deposits	112,500	112,500
		112,500	112,500
	(b) Advance Tax & TDS		
	TDS (AY 2006-07)	1,525	1,525
	TDS (AY 2010-11)	2,576	2,576
	Income Tax Demand A.Y. 2006-07	1,000,000	1,000,000
	Advance Tax (AY 2006-07)	2,900,000	2,900,000
	Less:		
	Provision for Tax(AY 2006-07)	2,886,765	2,886,765
	1,017,336	1,017,336	
9	Cash and cash equivalents		
	(a) Balances with banks*		
	(i)Current Accounts		
	Axis Bank Ltd	31,919	33,900
		31,919	33,900
	(ii)Bank deposits with less than 12 months maturity		
	Axis Bank Ltd	144,434	134,390
		144,434	134,390

Grouping to the Balance Sheet as at March 31, 2014

Note No.	Particulars	March 31, 2014 ₹	March 31, 2013 ₹
10	Short-term loans and advances - Others		
	Other Receivables		
	Authum Investment & Infrastructure Ltd.	-	12,810,422
	Bafna Builders & Land Developers	13,938,220	-
	Bloomberg Data Services (India) Pvt. Ltd.	-	38,393
		13,938,220	12,848,815
	Prepaid Expenses		
	Maintenance Exp.	-	400
	Membership & Subscription Exp.	-	2,330
	Motor Car Insurance	-	9,580
	Shop & Establishment Exp.	-	6,897
		-	19,207
	Advance Tax & TDS		
	TDS (AY 2012-13)	-	20,229
	TDS (AY 2013-14)	31,714	31,714
	TDS (AY 2014-15)	149,582	-
	Less:		
	Provision for Tax(AY 2014-15)	107,223	
		74,073	51,943
15	Finance Cost		
	Interest :		
	Interest Paid on Loans	-	5,939,062
	Interest Paid - Others	-	3,146
		-	5,942,208
16	Other Expenses		
	Miscellaneous expenses :-		
	Advertisement Exp	24,440	45,956
	Bank Charges	4,775	2,897
	Books & Periodicals	-	16,002
	Directors Sitting Fees	-	35,224
	Filing Fees	8,605	8,810
	Sundry Expenses W/o	378,034	-
	General Expenses	-	19,670
	Insurance	9,580	27,587
	Listing Fees	16,854	16,854
	Postage Telegram & Courier Expenses	7,329	33,167
	Shop & Establishment Expenses	6,897	2,823
	Seminar & Training Fees	-	1,700
		456,514	210,690

Aagam Capital Limited		
(Formerly Known as Subhkam Capital Limited)		
SCHEDULES TO THE BALANCE SHEET OF A NON DEPOSIT TAKING NON BANKING FINANCIAL COMPANY AS AT MARCH 31, 2014		
Annexure I		
(As required in terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)		
Particulars	Amount Outstanding	(Rs. in Lakhs) Amount Overdue
Liabilities side		
(1) Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	-	-
Unsecured	-	-
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial Paper	-	-
(f) Other Loans (From Director)	0.50	-
* Please see Note 1 below		
Assets side		
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount Outstanding	
(a) Secured	-	
(b) Unsecured	196.13	
(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	-	
(b) Operating lease	-	
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	
(b) Repossessed Assets	-	
(iii) other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	
(b) Loans other than (a) above	-	
(4) Break-up of Investments :		
Current Investments		
1. Quoted :		
(i) Shares : (a) Equity	-	
(b) Preference	-	
(ii) Debentures and Bonds	-	
(iii) Units of mutual funds	-	
(iv) Government Securities	-	
(v) Others (please specify)	-	
2. Unquoted :		
(i) Shares : (a) Equity	-	
(b) Preference	-	
(ii) Debentures and Bonds	-	
(iii) Units of mutual funds	-	
(iv) Government Securities	-	
(v) Others (Fixed deposits)	-	

Particulars	(Rs. in Lakhs)		
	Amount Outstanding	Amount Overdue	
Long Term investments :			
1. Quoted :			
(i) Shares : (a) Equity	-	-	
(b) Preference	-	-	
(ii) Debentures and Bonds	-	-	
(iii) Units of mutual funds	-	-	
(iv) Government Securities	-	-	
(v) Others (please specify)	-	-	
2. Unquoted :			
(i) Shares : (a) Equity	-	-	
(b) Preference	-	-	
(ii) Debentures and Bonds	-	-	
(iii) Units of mutual funds	-	-	
(iv) Government Securities	-	-	
(v) Others - equity warrants	-	-	
(5) Borrower group-wise classification of assets financed as in (2) and (3) above Please see Note 2 below:			
Category	Amount net of provisions		Total
	Secured	Unsecured	
1. Related Parties**			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	196.13	196.13
Total	-	196.13	196.13
(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 /	Book Value	
	Break up or fair value or NAV	(Net of Provisions)	
1. Related Parties**			
(a) Subsidiaries	-	-	
(b) Companies in the same group	-	-	
(c) Other related parties	-	-	
2. Other than related parties	-	-	
Total	-	-	
(7) Other information			
Particulars	Amount		
(i) Gross Non-Performing Assets			
(a) Related parties	-		
(b) Other than related parties	-		
(ii) Net Non-Performing Assets			
(a) Related parties	-		
(b) Other than related parties	-		
(iii) Assets acquired in satisfaction of debt	-		
Notes:			
1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.			
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.			
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other 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.			

Note 17 – Notes to the Financial Statements**Background**

“Aagam Capital Limited” (‘the Company’) was incorporated in India on December 27, 1991 as “Principle Capital Markets Limited”. The name was changed on February 7, 1996 and June 26, 2006 to “Principal Capital Markets Limited” and “Subhkam Capital Limited” respectively. The name was further changed on January 23, 2013 to “Aagam Capital Limited”.

The Company is engaged in the business of dealing in share and securities.

The Company received its certificate of registration as a non-banking finance company on August 5, 1998 from the Reserve Bank of India (RBI), Department of Non-Banking Supervision, Mumbai Regional Office, in its former name “Principal Capital Markets Limited” which was changed subsequently to “Subhkam Capital Limited” and further changed to “Aagam Capital Limited”. The company has received the revised certificate of registration from RBI subsequent to the change of name to “Aagam Capital Limited”.

1. Significant Accounting Policies :

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of the Companies Act, 1956 of India (the ‘Act’) and the relevant provisions of the Act and the regulations of Reserve Bank of India to the extent applicable. The significant accounting policies are as follows:

a. Basis of preparation of Financial Statements

The financial statements are prepared in accordance with the historical cost convention.

b. Fixed Assets and Depreciation/ Amortisation

Fixed Assets are stated at Cost less Depreciation. The Company capitalises all cost relating to acquisition and installation of Fixed Assets.

Depreciation is provided on Straight Line Method, pro rata for the period of use, at the rates specified in Schedule XIV to the Act or based on rates as per useful life of asset, whichever is higher.

Assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

c. Investments

Investments are classified as long term or current based on management’s intention at the time of purchase. Investments which are intended to be held for one year or more are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.

Long term investments are recorded at cost as on the date of transaction and any decline in the carrying value other than temporary in nature is provided for. Current investments are valued at cost or market/fair value, whichever is lower.

d. Revenue Recognition

- i. Interest income is accounted on accrual basis.
- ii. Dividend income is recognised when the right to receive dividend is established.
- iii. Realised gains and losses in respect of equity securities and units of mutual funds are calculated as the difference between the net sales proceeds and their cost. Cost in respect of equity shares and units of mutual funds are computed using first in first out (FIFO) method.

e. Use of Estimates

The preparation of financial statements are in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known /materialised.

f. Equity Index / Stock Futures.

- i) Margin Deposits representing margin paid for entering into a contract for equity index/stock futures which are released on final settlement/squaring up of the underlying contract, are disclosed under Loans and advances.
- ii) Equity index/stock futures are marked to market on a daily basis. Debit or credit balance disclosed under Loans and Advances or Current Liabilities respectively in the "Mark- to-Market Margin - Equity Index/Stock Futures account " represents the net amount paid or received on the basis of movement in the prices of index/stock futures till the Balance Sheet date.
- iii) As on the Balance Sheet date profit/loss on open positions in equity index/stock futures in accounted for as follows:
 - Credit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures Account" being the anticipated profit is ignored and no credit for the same is taken in the Profit and Loss Account.
 - Debit balance in the "Mark-to-Market Margin–Equity Index/Stock Futures Account", being the anticipated loss is adjusted in the Profit and Loss Account.
- iv) On final settlement or squaring up of contracts for equity index/stock futures the profit or loss is calculated as the difference between the settlement/squaring up price and the contract price. Accordingly debit or credit balance pertaining to the settled/squared up contract in "Mark-to-Market Margin – Equity Index/stock Futures Account", after adjustment of the provision for anticipated losses is recognised in the Profit and Loss Account.

g. Equity Index / Stock Options

- i) "Equity Index/Stock option premium account" represents premium paid or received for buying or selling the options, respectively.
- ii) Margin deposits representing margin paid for entering into contract for equity index /stock options which are released on final settlement/squaring up of the underlying contracts are disclosed under Loans and Advances.
- iii) As at the Balance Sheet date in the case of long positions provision is made for the amount by which the premium paid for those options exceeds the premium prevailing on the balance sheet date, and in the case of short positions for the amount by which the premium prevailing on the balance sheet date exceeds the premium received for those options and is reflected in "Provision for loss on equity Index/Stock Options Account."
- iv) When the option contracts are squared up before the expiry of the options the premium prevailing on that date is recognised in the Profit and Loss Account.

On the expiry of the contracts and on exercising the options the difference between the final settlement price and the strike price is transferred to the Profit and Loss Account.

In both the cases, the premium paid or received for buying or selling the option as the case may be is recognized in the profit and loss account for the squared-up/settled contracts.

h. Taxes on Income

Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. Minimum Alternate Tax (MAT) eligible for set off in subsequent years, (as per tax laws) is recognized as an asset by way of credit to the Profit and Loss Account only if there is convincing evidence of its realisation. At each balance sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realisation.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised mainly on account of unabsorbed depreciation and carry forward of losses to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

i. Inventories

Inventory consists of shares and securities purchased for trading purposes. These are valued at lower of cost or net realizable value. Cost is computed on FIFO basis. For the purpose of determining net realizable value, the last quoted closing prices at the Bombay Stock Exchange Limited ('BSE') are considered.

j. Employee Benefits

Defined Contribution Plans such as Provident Fund etc. are charged to the Profit & Loss Account as incurred.

Defined Benefit Plans - The present value of the obligation under such plan was determined based on an actuarial valuation which was carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability was the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation was recognized immediately in the Profit & Loss Account. However during the year as there is only one employee, the company has worked out the gratuity liability without actuarial valuation. The liability for the same is provided in the accounts.

Other Long term Employee Benefits are recognized in the same manner as Defined Benefit Plans. Termination benefits are recognized as and when incurred.

k. Operating Lease

Lease payments for assets on operating lease are recognized as an expense in Profit & Loss Account in accordance with Accounting Standard 19 – Leases.

l. Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resource is remote, no provision or disclosure is made.

m. Impairment of Assets

The Company follows the Prudential Norms for Assets Classification, Income Recognition, Accounting Standards, Provision for non-performing assets as prescribed by the Reserve Bank of India under Non-Banking Financial (Non deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. During the year, these norms have been amended, mandating 0.25% provision against the outstanding standard assets.

2. Contingent Liabilities

Claims against the company not acknowledged as debt - Income Tax Demand for AY 2006-07 of Rs.70,74,656/- (Previous Year –Income Tax Demand for AY 2006-07 Rs. 70,74,656/-)

3. Deferred Tax Balances

On the basis of prudence, the company has not recognized deferred tax assets essentially on account of unabsorbed depreciation and carry forward of losses as at 31st March 2014, in the absence of virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised..

4. Dues to Micro, Small and Medium Enterprises

There are no dues to micro and small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 which are outstanding as at the Balance Sheet date. Further, during the year there were no delays on making the payment to any micro or small enterprise. This information has been determined on the basis of information available with the company. This has been relied upon by the Auditors.

6. Segment Information

The Company is primarily engaged in a single segment business of finance and investment and is governed by risks and returns which are similar. Accordingly, the disclosure requirements in terms of the Accounting Standard on Segmental Reporting (AS-17) as notified under Section 133 of the Companies Act, 2013, are not applicable.

7. Related Party Disclosures :

a) Related parties with whom the Company had transactions during the year:

1) Enterprise controlled by Key Management Personnel & their relative :- N.A.

2) Key Management Personnel :-

Anil Kothari (Director)

3) Relatives of Key Management Personnel :-

Manisha Kothari
Vimaladevi Mansukhlal Kothari

b) Transactions with related parties during the year:

	Year ended March 31, 2014 Rupees	Year ended March 31, 2013 Rupees
Anil Kothari		
Loans Taken	50,000	-
Manish Kothari	75,000	-
Vimladevi Kothari	75,000	-
Rent Paid		

c) Related Party balances as at the year end:

Receivable/(Payable) from/to related parties : (2,00,000) -

7. The Company has placed fixed deposit of Rs. 1,44,434/- (Previous Year Rs.1,34,390/-) with bank as margin money.

8. Earnings Per Share:

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
(a) Profit after Taxation for the year (Rupees)	562,700	(26,108,251)
Less : Current Tax	(107,223)	-
Less : Short provision for tax for earlier years	-	(204,158)
(b) Profit considered for computing Earnings Per Share	455,477	(26,312,409)
(c) Weighted average number of shares (Nos.)	5,000,000	5,000,000
(d) Basic and Diluted Earnings Per Share (Rupees)	0.09	(5.26)
(e) Nominal value of shares outstanding (Rupees)	10.00	10.00

9. Director's remuneration Rs Nil (Previous Year Rs Nil).
10. Open interest in Equity Index/Stock Futures as at the balance sheet date is NIL (Previous Year Rs Nil).
11. Option contracts outstanding as on the balance sheet date is NIL (Previous Year Rs Nil).
12. Schedule in terms of paragraph 13 of Non – Banking financial (Non – Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is given in Annexure I.
13. Previous Year's figures have been regrouped /reclassified wherever necessary to conform to the current year's classification

The accompanying notes are an integral part of the financial statements

For Motilal and Associates
Firm Registration No. 106584W
Chartered Accountants

CA Motilal Jain
Proprietor
Membership No. 036811

Place: Mumbai
Date : May 26, 2014

For and on behalf of the Board

Anil Kothari Januram Choudhary
Director Director

Cash Flow Statement for the year ended 31st March, 2014

	31st March, 2014	31st March, 2013
	₹	₹
Cash flows from operating activities before tax		
Net profit before tax	562,700	(26,108,250)
Adjustments for		
Depreciation and Amortization	74,866	1,757,095
Interest Income	(1,495,805)	(326,825)
Contingent Provision against Standard Assets	1,687	947
Operating profit before working capital changes	(856,552)	(24,677,033)
Changes in Working Capital:		
(Increase)/Decrease in Inventories	-	135,573,829
(Increase)/Decrease in Trade Receivables	-	11,306,721
(Increase)/Decrease in Short-Term Loans and Advances	(677,378)	(2,531,591)
(Increase)/Decrease in Short-term Provisions	(12,798)	(548,768)
(Increase)/Decrease in Long-term Provisions	(24,673)	(207,726)
Increase/(Decrease) Other Current Liabilities	121,228	(2,201,296)
Profit generated from operations	(1,450,173)	116,714,136
Tax paid (net of refunds)	(107,223)	(204,158)
Net Cash From/(Used in) Operating Activities (A)	(1,557,396)	116,509,978
Cash Flows from Investing Activities		
Movement in Loans and Advances	-	10,110,908
Proceeds from Sale of Fixed Assets	-	7,173,537
Purchase of Fixed Assets	-	(100,799)
Interest Income	1,495,805	326,825
Contingent Provision against Standard Assets		(947)
Net cash from/(Used in) Investing Activities (B)	1,495,805	17,509,524
Cash flows from Financing Activities		
Proceeds from Short Term Borrowings	50,000	(134,679,241)
Net cash from/(Used in) Financing Activities (C)	50,000	(134,679,241)
Increase in Cash and Cash Equivalents during the year (A+B+C)	(11,591)	(659,739)
Cash and cash equivalents at the beginning of the year	331,567	991,306
Cash and cash equivalents at the end of the year	319,977	331,567

Note: Previous Year figures has been regrouped/rearranged wherever considered necessary.

For Motilal and Associates
Firm Reg. No.106584W
Chartered Accountants

For and on behalf of the Board of Directors of

CA Motilal Jain
Proprietor
Membership No. 036811

Anil Kothari
Director

Januram Choudhary
Director

Place: Mumbai
Date: May 26, 2014

AAGAM CAPITAL LIMITED

(CIN : L65990MH1991PLC064631)

Regd. Office: „Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort, Mumbai - 40023

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt Ltd or to the company

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,
 Bigshare Services Pvt. Ltd
 E-2/3, Ansa Industrial Estate,
 Saki Vihar Road, Saki Naka,
 Andheri (East),
 Mumbai – 400 072

Dear Sir,
 I/We..... shareholder (s) of Aagam Capital Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company’s records for sending such communication through email.

Folio No..... / DPID No.*.....and Client ID No.*.....

*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder :

Name of the Joint Shareholders (if any) :

No. of Shares held :E-mail id for receipt :

Date : **Signature:** _____
 (Sole / First Shareholder)

Note: Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id

AAGAM CAPITAL LIMITED

(CIN : L65990MH1991PLC064631)

Regd. Office: „Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort, Mumbai - 40023

ATTENDANCE SLIP

DP ID :

Client ID :

Folio No :

No. of Shares :

Name of the Shareholder:.....

Joint Holder 1 :.....

Joint Holder 2 :.....

Registered address of the Shareholder holder
 :.....
 :.....

Name of the Proxy / Representative :.....

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company to be held at Pranjali School Auditorium, Ground Floor, 155/157 August, Kranti Marg, Next to Stephens Church, Kempes Corner, Mumbai – 400036 on 27th September 2014 at 05.00 p.m

Signature of the Share Holder/Proxy:.....

- NOTES :**
- 1) Please complete the Folio/ DP ID -Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
 - 2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

AAGAM CAPITAL LIMITED

(CIN : L65990MH1991PLC064631)

Regd. Office: „Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort, Mumbai - 40023

PROXY FORM**(Form No. MGT-11)**

CIN	L65990MH1991PLC064631
Name of the Company	AAGAM CAPITAL LIMITED
Registered office	„Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort, Mumbai – 40023
Name of the Member(s)	
Registered Address	
Email - id	
Folio No. / Client ID	

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 22nd Annual General Meeting of the company, to be held on the 27th day of September, 2014 At 05.00 p.m. at Pranjali School Auditorium, 155/157 August Kranti Marg, Next to Stephens Church, Kemp's Corner, Mumbai – 400036 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of Audited Financial Statements for the F.Y. 2013 - 2014
2	Re-appointment of Mr. Januram Hinduram Choudhary, (DIN- 03501141), who retires by rotation
3	Re-appointment of Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors

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

Signature of shareholder :

Signature of proxy holder(s) :.....

AFFIX REVENUE STAMP

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

AAGAM CAPITAL LIMITED

(CIN : L65990MH1991PLC064631)

Regd. Office: „Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort, Mumbai - 40023

POLLING PAPER

(Form No. MGT-12)

(Form No. MGT-12) [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L65990MH1991PLC064631
 Name of the Company : Aagam Capital Limited
 Registered Office : Room No 2, 3rd floor, 5/7, Kothari House, OAK Lane, Fort,
 Mumbai – 400 023

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share/No of Shares	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the Resolution.
1	Adoption of Audited Financial Statements for the F.Y. 2013 - 2014			
2	Re-appointment of Mr. Januram Hinduram Choudhary, who retires by rotation			
3	Re-appointment of Motilal and Associates, Chartered Accountants, Mumbai as Statutory Auditors			

Place :

Date :

(Signature of the shareholder)

Book Post

If Undelivered please return to:

AAGAM CAPITAL LIMITED
Regd. Off.: Room No 2, 3rd floor, 5/7,
Kothari House, OAK Lane Fort,
Mumbai – 400 023.