



MANSI
FINANCE (CHENNAI) LTD.

18th Annual Report 2011 - 2012

BOARD OF DIRECTORS

Mr. SURESH BAFNA
Mr. BHUPAT L. THAKKAR
Mr. YUVARAJ A. JAIN
Mr. M.K. TATED

Chairman & Managing Director
Director
Director
Director

REGISTERED OFFICE

"Mansi Mansion"
22-B, Mulla Sahib Street
Sowcarpet, Chennai - 600 079
Phone - 25292139

BANKERS

ANDHRA BANK
40, Anna Pillai Street,
Sowcarpet, Chennai - 600 079

TAMILNAD MERCANTILE BANK LTD.,
Chennai.

AUDITORS

SIRONIA & CO.,
Chartered Accountants
No.51, Maddox Street,
1st Floor (Near Veterinary College)
Choolai, Chennai-600 112.
Phone : 26401741

SHARE TRANSFER AGENTS

CAMEO CORPORATE SERVICES LTD
Subramanian Buildings
1, Club House Road,
Chennai - 600 002
Phone : 28460390

ANNUAL REPORT 2011 -2012

CONTENTS

NOTICE	1
DIRECTORS' REPORT	4
CORPORATE GOVERNANCE REPORT	14
MANAGEMENT DISCUSSION AND ANALYSIS	26
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE	29
AUDITORS' REPORT	31
ANNEXURE TO AUDITORS' REPORT	34
BALANCE SHEET	38
PROFIT & LOSS ACCOUNT	40
NOTES TO ACCOUNTS	42
CASH FLOW STATEMENT	52

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Eighteenth** Annual General Meeting of the members of **MANSI FINANCE (CHENNAI) LIMITED** will be held on Wednesday, the 5th September, 2012 at 10.00 a.m. at the Registered Office of the Company at "MANSI MANSION", No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri. BHUPAT L THAKKAR**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

By order of the Board
For MANSI FINANCE (CHENNAI) LIMITED

Place: Chennai
Date: 28-05-2012

SURESH BAFNA
Chairman & Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

The proxy form, in order to be effective, must be deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 30th August, 2012 to Thursday, the 5th September, 2012 (both days inclusive) for this purpose of Annual General Meeting of the Company.
3. The members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, Subramaniam Building, No.1, Club House Road, Chennai – 600 002, Change of Address, if any, at the earliest quoting their registered folio number.
4. Members holding Shares in more than one folio in identical order of names are requested to write to Registrar and Transfer Agents enclosing their Share Certificate to enable us to consolidate their holding in one folio to facilitate better service.
5. As per Companies Act, 1956 as amended, a shareholder may nominate in the prescribed manner a person to whom his shares in the Company shall vest in the event of his death (Form 2B of the Companies (Central Govt) General Rules Forms). In the case of joint holding, joint holders may together nominate a person to whom the Shares shall vest in the event of death of the joint holders. Shareholders are requested to avail the facility.
6. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date so as to enable the management to keep the information ready.

PURSUANT TO CLAUSE 49 OF THE AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED, VIDE ITEM NO. 2 OF THE NOTICE DATED 28.05.2012.

Name of the Director	Shri. BHUPAT L THAKKAR
Date of Birth	08.03.1960
Date of Appointment on the Board as Director	18.10.1994
Date of Last re-appointment as Director	30.09.2008
Experience in specific functional area	25 Years in Trading Activities
Qualification	SSLC
List of outside Directorship held	Nil
Chairman/Member of the Committee of Board of Directors of the Company	Nil
Chairman/Member of the Committee of the Board of Directors of other Companies in which he is Director	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the Eighteenth Annual Report and Audited Accounts for the year ended 31st March, 2012. The summarised financial results of the Company are given hereunder:

FINANCIAL RESULTS:

Particulars	Year ended 31 st March 2012 (Rs. in Thousands)	Year ended 31 st March 2011 (Rs. in Thousands)
Profit before Depreciation & Tax	8668.63	40933.30
Less: Depreciation	<u>749.67</u>	<u>645.18</u>
Profit Before Taxation	7918.96	40288.12
Less: Provision for Income Tax	1900.00	1000.00
Add/Less: Prior Years Adjustment	(152.94)	64.42
Less: Deferred Tax	<u>0.00</u>	<u>0.00</u>
Profit after tax	6171.90	39223.70
Less: Transfer to Statutory Reserve	<u>1234.38</u>	<u>7844.74</u>
Net Profit for the year	4937.52	31378.96
Add: Balance Brought Forward from previous year	<u>53095.02</u>	<u>21716.06</u>
Balance carried to Balance Sheet	58032.54	53095.02

DIVIDEND:

Since your Board is looking forward to expand the business of the Company and hence your Directors do not recommend any dividend for the year under report.

DEPOSITS:

The Company has not accepted any public deposits during the year.

RESERVE BANK OF INDIA REGULATIONS:

Your Company is generally complying with the directions of the Reserve Bank of India regarding prudential norms of accounting, capital adequacy ratio, provisions for bad and doubtful debts and other requirements as per the directions issued from time to time.

DIRECTORS:

Shri. BHUPAT L THAKKAR, Director of your Company, retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS:

The Auditors of the Company M/s. SIROHIA & CO, (FRN: 003875S) Chartered Accountants, Chennai retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A Certificate under section 224(1B) of the Companies Act, 1956 has been received from them.

AUDITORS REPORT:

The observations made in the Auditors' report are self-explanatory and requires no further explanation.

LISTING AT STOCK EXCHANGE:

The Equity Shares of the Company continue to be listed on Bombay Stock Exchange Limited. The annual listing fee for the year 2011-2012 has been paid to these Exchanges.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS/OUTGO:

In terms of Section 217(1)(e) of the Companies Act, 1956 and the rules framed thereunder, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is given below:

1. CONSERVATION OF ENERGY:

The consumption of electricity during the year is minimal. The management is taking conscious efforts to conserve the energy.

2. TECHNOLOGY ABSORPTION:

The Company has no activity relating to technology absorption.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Outgo = Rs. NIL (Previous Year Rs. NIL)

Earned = Rs. NIL (Previous Year Rs. NIL)

PARTICULARS OF EMPLOYEES:

Particulars of Employees in terms of requirement of section 217(2A) of the Companies Act, 1956 are not given since none of the employees is drawing remuneration more than the limits prescribed under the Act.

CORPORATE GOVERNANCE:

The Company has obtained a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance. The same is annexed with this report. Report of Corporate Governance for the year 2011-2012 and Management Discussion and Analysis are forming part of this Annual report.

COMPLIANCE CERTIFICATE:

Compliance Certificate as required under provision to sub-section (1) of Section 383A of Companies Act, 1956 is annexed hereto.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of provisions of Section 217(2AA) of the Companies Act, 1956 the Directors confirm:

1. That in the preparation of the Annual accounts, for the financial year ended 31st March, 2012 the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. That the Directors had 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 profit of the Company for that period.
3. That the Directors had 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; and
4. That the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS:

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by the Banks, Government Authorities and Clients during the period under review. Your Directors wish to place on record their deep sense of appreciation for the devotion and sense of commitment shown by the employees at all the levels and acknowledge their contribution for its success.

For and on behalf of the Board

Place: Chennai
Date: 28-05-2012.

SURESH BAFNA
Chairman & Managing Director

COMPLIANCE CERTIFICATE

CIN: L65191TN1994PLC028734

Nominal Capital: Rs.55000000/-

Paid-up Capital : Rs.35349000/-

To,
The Members,
M/s. MANSI FINANCE (CHENNAI) LIMITED
"MANSI MANSION"
No. 22-B, Mulla Sahib Street,
Sowcarpet, CHENNAI - 600 079.

We have examined the registers, records, books and papers of **M/s. MANSI FINANCE (CHENNAI) LIMITED** having Registered Office at "MANSI MANSION", No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2012**. It is the responsibility of the Company to prepare and maintain the relevant necessary records under the Companies Act, 1956 and other applicable laws. Our responsibility is to carry out an examination, on the basis of our professional judgement so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this Certificate. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, We certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.

2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies, Tamilnadu, Regional Director, Central Government, Company Law Board or other authorities except in some of cases within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met ~~Ten~~ times respectively on 06.04.2011, 20.05.2011, 25.05.2011, 30.06.2011, 01.08.2011, 12.08.2011, 15.09.2011, 14.11.2011, 09.02.2012 and 13.02.2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any resolution by circulation.
5. The Company has closed its Register of Members and Share Transfer Books from 9th September, 2011 to 15th September, 2011 (both days inclusive) and necessary Compliance of section 154 of the Act has been made. The Company does not have any Debenture holders.
6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 15th September, 2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. As informed by the management, the Company has not entered into any contracts falling within the purview of Section 297 of the Act during the financial year.

10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors and members pursuant to Section 314 of the Act wherever applicable.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company has delivered all the Certificates on allotment of securities and on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act.
(ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
(iii) The Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
(iv) The Company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
(v) The Company has generally complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.

15. The Company has not appointed any Managing Director/ Whole-Time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/ or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms /companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The amount borrowed by the Company from the directors, financial institutions, banks and other during the financial year ending 31st March, 2012 are within the borrowing limits of the Company.
25. The Company has made loans and investments to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose. The

Company has not given any guarantees or provided securities to other bodies corporate during the financial year.

26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As informed by the management, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any contribution towards Provident Fund during the financial year.

(RASHMI MAHESHWARI)

Company Secretary

ACS 6531 C.P. No. 6597

Date: 28.05.2012

ANNEXURE 'A'

(Forming part of Compliance certificate dated 28th May, 2012)
Statutory Registers as maintained by M/s. **MANSI FINANCE (CHENNAI) LIMITED**

1. Register of Members u/s 150.
2. Index of Members u/s 151.
3. Register and Returns u/s 163.
4. Minutes Book of Meeting of Board of Directors u/s 193.
5. Minutes Book of Proceedings of General Meeting u/s 193.
6. Books of Accounts u/s 209.
7. Register of Contracts with Companies and firms in which Directors are Interested u/s 301.
8. Register of Directors u/s 303.
9. Register of Directors' Shareholdings u/s 307.
10. Register of Loans & Investments u/s 372A.

ANNEXURE 'B'

(Forming part of Compliance certificate dated 28th May, 2012)
Forms and returns as filed by M/s. **MANSI FINANCE (CHENNAI) LIMITED** with the Registrar of Companies, Tamilnadu during the financial year ended 31st March, 2012.

1. Form 23AC with Balance Sheet as at 31st March, 2011 and Form 23ACA with Profit & Loss Account for the financial year ended 31st March, 2011 filed u/s 220 vide SRN P74063116 on 21.10.2011 with additional fees.
2. Form 20B with Annual Return (Schedule V) as on date of AGM held on 15th September, 2011 filed u/s 159 vide SRN P78143088 on 03.11.2011.
3. Form 66 with Compliance Certificate for the financial year ended 31st March, 2011 filed u/s 383A vide SRN P74062985 on 21.10.2011 with additional fees.

(RASHMI MAHESHWARI)

Company Secretary
ACS 6531 C.P. No. 6597

Date: 28.05.2012

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2011-2012

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company always strives to achieve optimum performance at all levels by following and adhering to best corporate governance practices, such as:

- Fair and transparent business practice.
- Effective management Control by Board.
- Adequate representation of promoter, executive and independent directors on the Board.
- Compliance of Law.
- Transparent and timely disclosures of financial and management information.

2. BOARD OF DIRECTORS:

The Board of Directors of Mansi Finance (Chennai) Limited consists of Four Directors. There are no Institutional nominees on the Board. The details of Composition and categories of Director are given below:

S.No.	Name of the Director	Category
1.	Mr. Suresh Bafna	Executive Director
2.	Mr. Bhupat L Thakkar	Independent Director
3.	Mr. Yuvaraj A Jain	Non Executive Director
4.	Mr. M.K. Tated	Independent Director

The Chairman of the Board is Shri. SURESH BAFNA, Managing Director. None of Non-Executive Directors of the Company is holding any equity shares in the Company.

The Composition and category of Directors and their memberships in other Board/Committees as on 31st March, 2012 is as under:

S. No.	Name of the Director	Category	No. of other directorships	No. of Memberships in other Board Committees
1	Mr. Suresh Bafna	Promoter-Executive Director	2	Nil
2	Mr. Bhupat L.Thakkar	Independent Director	Nil	Nil
3	Mr. Yuvaraj A. Jain	Non-Executive Director	2	Nil
4	Mr. M.K. Tated	Independent Director	Nil	Nil

3. BOARD PROCEDURE:

Board Meeting:

During 2011-2012, the Board of Directors met Ten (10) times on 06.04.2011, 20.05.2011, 25.05.2011, 30.06.2011, 01.08.2011, 12.08.2011, 15.09.2011, 14.11.2011, 09.02.2012 and 13.02.2012.

The details of the meeting of the Board of Directors are given below:

Board of Directors:

Date of Meeting	Total Members	Attendance by number of members	Date of Meeting	Total Members	Attendance by number of members
06-04-2011	4	4	12-08-2011	4	4
20-05-2011	4	4	15-09-2011	4	4
25-05-2011	4	4	14-11-2011	4	4
30-06-2011	4	4	09-02-2012	4	4
01-08-2011	4	4	13-02-2012	4	4

The annual operating plans, budgets, quarterly results, performance of various units/divisions and various other information, including those specified under Annexure 1A to the Clause 49 Listing Agreement entered into by the Company with the Stock Exchanges, as may be amended from time to time, were duly placed before the Board of Directors of the Company.

Attendance of Directors at the Board Meetings and last Annual General Meeting:

S. No.	Name of Director	Attendance	
		Board Meeting	Last AGM
1	Mr. Suresh Bafna	10	Yes
2	Mr. Bhupat L Thakkar	10	Yes
3	Mr. Yuvaraj A. Jain	10	Yes
4	Mr. M. K. Tated	10	Yes

4. REMUNERATION TO DIRECTORS:

During the year the Company had paid remuneration of Rs.282000/- to Shri. SURESH BAFNA, Managing Director. Presently, the Company has not formulated a scheme for grant of stock options either to Executive Directors or employees.

5. AUDIT COMMITTEE:

The Audit Committee consists of two Independent Directors and Non-executive Director. The members of the Committee are Shri. M.K. TATED, Chairman, Shri. BHUPAT L THAKKAR and Shri. YUVARAJ A JAIN. The Statutory Auditor and Senior Executive officer are the invitees of all meetings of committee.

The terms of reference of the Audit Committee are wide enough covering the mandatory items as required under clause 49 of the Listing Agreement and its major functions are:

- To receive the Quarterly, Half-yearly and Annual Financial results, management discussion and Analysis statement of the Company, before submission to the Board.
- To recommend appointment of Auditors and fixing their remuneration.
- To discuss with the statutory auditor the nature and scope of the audit.

The Audit Committee met 4 times during the year and attendance of audit committee is as under:

Date of Meeting	Total Members	Attendance by number of members
30.06.2011	3	3
12.08.2011	3	3
14.11.2011	3	3
09.02.2012	3	3

6. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE MEETING:

The Board has constituted an Investor's Grievance Committee which looks into the shareholders and Investor's grievances. The members of the committee are Shri. YUVARAJ A JAIN, Chairman and Shri. M.K. TATED.

Attendance of Shareholders/ Investors Grievance Committee:

Date of Meeting	Total Members	Attendance by number of members	Date of Meeting	Total Members	Attendance by number of members
30-06-2011	2	2	14-11-2011	2	2
12-08-2011	2	2	09-02-2012	2	2

- The Company's shares are compulsorily traded in dematerialised form. Hence the Committee has met at relevant intervals considering the volume of transfers received in the physical segment.
- The Company has no transfers pending at the close of the financial year.
- No complaints were received during the year 2011-2012.

7. REMUNERATION COMMITTEE:

The Company has constituted Remuneration Committee consisting of two Independent Directors Shri. BHUPAT L THAKKAR and Shri. M.K. TATED as required under section 198, 269 and 309 read with schedule XIII of the Companies Act, 1956. The Main objective of the Committee is to decide amount of salary payable to Managing Directors/ Whole-time Directors in case the total payment is exceeding limit prescribed under section 198 of the Companies Act, 1956. During the year the Company had paid remuneration of Rs.282000/- to Shri. SURESH BAFNA, Managing Director.

Attendance of the Committee during the year is follows:

Date of Meeting	Total Members	Attendance by number of members
30-06-2011	2	2

8. General Body Meetings:

The details of the location and time for last three Annual General Meetings are given below:

Year	Location	Date	Time	No. of Special Business
2008-2009	'Mansi Mansion', No.22-B, Mulla Sahib Street, Sowcarpet, Chennai - 79	29 th September, 2009	10.00 A.M.	---
2009-2010	'Mansi Mansion', No.22-B, Mulla Sahib Street, Sowcarpet, Chennai - 79	28 th September, 2010	10.00 A.M.	---
2010-2011	'Mansi Mansion', No.22-B, Mulla Sahib Street, Sowcarpet, Chennai - 79	15 th September, 2011	10.00 A.M.	---

9. DIRECTORS:

Shri. BHUPAT L THAKKAR, Director of the Company, retires by rotation being eligible, offers himself for re-appointment.

10. DISCLOSURES:

No transaction of material nature has been entered into by the Company with its promoters, directors or the management or relative etc., which may have potential conflict with the interest of the Company.

Disclosures of non-compliance by the Company:

There was no instance of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

Transaction with the related parties is disclosed in point No. 20 of Notes to the Accounts in the Financial Statements of this Annual Report 2011-2012.

11. CEO / CFO CERTIFICATION:

As required under Clause 49 of the Listing Agreements CEO/CFO certificate duly signed by Shri. SURESH BAFNA, Managing Director was placed at the meeting of the Board of Directors held on 28.05.2012.

12. CODE OF CONDUCT:

The Board of Mansi Finance (Chennai) Limited had laid down a code of conduct for all the Board members and the senior management. All the members and the senior management personnel have affirmed Compliance of the code. A declaration of Managing Director of the Company is attached with this Annual Report.

13. MEANS OF COMMUNICATION:

The Annual, half year and quarterly results are regularly submitted to the Stock Exchanges in accordance with the listing Agreement and also published in News papers. The Unaudited results for every quarter and the Audited results for the year end is published in Makkal Kural & Trinity Mirror news papers. The management discussion and analysis is forming part of the Annual Report.

14. GENERAL SHAREHOLDERS INFORMATION:

- a) **Annual General Meeting:** Eighteenth Annual General Meeting of the Company will be held on Wednesday the 5th September, 2012 at No.22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, at 10.00 a.m.
- b) **Date of Book Closure:** The Register of Members and Share Transfer Book of the Company will remain closed from 30th August, 2012 to 5th September, 2012 (both days inclusive).
- c) **Financial Year** 1st April, 2011 to 31st March, 2012.
- d) **Financial Calendar: (tentative)**
 - First Quarter: July, 2012
 - Second Quarter & Half Yearly: Oct., 2012
 - Third Quarter: Jan., 2013
 - Fourth and last Quarter: April, 2013
- e). **Listing on Stock Exchanges:** Bombay Stock Exchange Ltd with scrip code 511758.

f) Market price data:

Months	BSE		
	High (Rs.)	Low (Rs.)	Volume (No.)
April 2011	21.5	13.89	5703
May 2011	24.9	15.1	6846
June 2011	15.9	12.9	2490
July 2011	15.89	12.02	5816
August 2011	17	16	357
September 2011	16.75	13.75	1135
October 2011	14.35	9.9	4039
November 2011	11.18	8.56	9009
December 2011	12.7	7.75	4224
January 2012	7.88	5.81	4413
February 2012	9.7	7.4	4535
March 2012	11.26	9.22	2134

g) Share Transfer System:

Registrar and Share Transfer Agents: M/s. Cameo Corporate Services Limited. All the transfers are processed and approved by the Share Transfer Committee.

h) Distribution of Shareholdings as on March, 31 2012:

Distribution of Shareholdings pattern based on categories of shareholding as on March, 31 2012:

S.No.	Category	No. of shares held	% of share holding
1	Indian Promoters	1968043	55.67
2.	Persons acting in concert with the promoters	-----	-----
3	Private Corporate Bodies	362905	10.27
4	Indian Public	1203952	34.06
	Total	3534900	100.00

Note: Total Foreign share holdings are NIL

Distribution of shareholdings based on slab of shareholdings as on 31st March, 2012:

Slab of Shareholding	Shareholders	%	Amount (in Rs.)	%
0010 - 5000	2454	86.50	3908430	11.06
5001 - 10000	145	5.11	1237290	3.50
10001 - 20000	139	4.90	2043120	5.78
20001 - 30000	20	0.71	499700	1.41
30001 - 40000	6	0.21	210250	0.60
40001 - 50000	52	1.83	2641740	7.33
50001 - 100000	4	0.14	343560	0.77
100001 and above	17	0.60	24427680	69.55
TOTAL	2837	100.00	35349000	100.00

l) Dematerialization of Shares:

The Company's Equity Shares are included in the list of Companies whose scrips have been mandated by SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer depository service to its shareholders and has paid one time custody charges to NDSL and regularly paying annual charges to CDSL for the benefit of its members. The Company's ISIN is INE094E01017.

j) Outstanding GDR's/ADR's warrants or any Convertible Instruments:

During the year no Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants or any convertible Instruments were issued.

k) Investor Correspondence:

For Transfer, Transmission, dematerialization of shares and change of address may be pleased to contact:

M/s. Cameo Corporate Services Limited

'Subramanian Buildings'

No.1, Club House Road,

CHENNAI - 600 002.

Phone: (044) 28460930

For any other queries relating to Secretarial matters may be contacted with:

MANSI FINANCE (CHENNAI) LIMITED

"MANSI MANSION",

No.22-B, Mulla Sahib Street,

Sowcarpet, CHENNAI - 600 079.

Phone: (044) 25292139

Shareholders holding shares in electronic mode shall send all their correspondences to their respective Depository Participant.

DECLARATION OF MD & CEO

I, SURESH BAFNA, Managing Director and CEO of the Mansi Finance (Chennai) Limited do hereby declare that the Company has duly complied with requirements relating to the code of conduct as laid down in clause 49(I)(D) of the Listing Agreement with the Stock Exchanges.

For **Mansi Finance (Chennai) Limited**

SURESH BAFNA
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

With the Indian economy growing at the average annual growth rate of 8 percent over the past three years, the demand for automobiles has gone up and consequently the demand for finance too. This is expected to be sustained for another five years, in view of continued thrust of the successive governments in infrastructure development.

Interest rates have started moving upward which is evident from the hike in reverse repo rate effected thrice in the last fiscal by the Reserve Bank of India. This will increase the cost of borrowing with consequential affect on the lending rate.

Opportunities:

The continued exponential growth in the country has created enormous opportunities for financial intermediaries to exploit favourable and propel their business to greater heights.

India has emerged as one of the fastest growing economies in the globe and has generated a lot of interest among foreign investors both financial and strategic. Global players see India as the future economic powerhouse and they are making huge investments in different business within the country. Buoyant market conditions and sustained economic growth over the past few years coupled with a very positive outlook in the coming years give the business of our Company.

Threats:

Ever surge in business opportunities economic growth with its new entrants into the market. New entrants could be a threat to the various business segments of the Group. However, competition only help the Group build a strong business model, employ the best human talent and capitalize on the long years of excellent client relationship and a proven track record.

Segment-wise or product-wise performance:

At present the Company is carrying on only one segment of financing business.

Risks and concerns:

Any change in the interest rate in the market will have impact on the profit of the company. The company has a defined credit policy duly approved and reviewed by the Management from time to time. The credit policy is strictly implemented and the debtors are regularly monitored. However any default or downgrade of credit worthiness of customers may affect profitability.

The company strives to comply with all the statutory laws of the Country. But the same law may be misused by opposite party especially the defaulters. It may happen in financial business that some people may get loan from the financiers with no intention to repay.

Internal control systems and their adequacy:

The company has instituted adequate internal control procedure commensurate with the nature of its business and size of its operations. It is based on well-defined individual roles and responsibilities with their

limit of authority at various level, as well as effective feedback flow. All the significant observations and follow-up actions thereon are reported to the Board of Directors. An Audit Committee consisting of two independent and one non-executive directors are in place.

Human Resource/Industrial Relation:

Your company believes that its employees represent the backbone of its success. The company, on one hand provides its people with an environment in which they develop, excel and innovate, while on other, it sets challenging targets and rewards superior performance.

- ★ The HR Policies of the company have been designed to achieve the following goals:
- ★ Better quality and safety
- ★ Research and development capabilities
- ★ Lesser attrition rate.

Industrial relations at all the works of the company remained cordial and harmonious during the current period under review. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the company to remain at the forefront of the industry.

There is no transaction conflicting with the interest of the company.

Cautionary statement

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a

difference to your Company's operation include economic conditions affecting the interest rate, inflation, changes in the interest rate, changes in the Government regulations, tax laws, other statutes and incidental factors. The Company undertakes no responsibility to update or revise any forward-looking statement.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Member of Mansi Finance (Chennai) Limited

We have examined the compliance of conditions of Corporate Governance by Mansi Finance (Chennai) Limited (the Company) for the year ended on 31st March 2012 as stipulated in Clause 49 of Listing Agreement of the Company with the Stock Exchanges.

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

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

We state that no Investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/ Investors Grievance Committee.

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 **SIROHIA & CO.,**
CHARTERED ACCOUNTANTS

(VINOD KUMAR)
PARTNER

Place: Chennai
Date : 28-05-2012.

**REPORT OF THE AUDITORS TO THE MEMBERS
OF MANSI FINANCE (CHENNAI) LIMITED**

We have audited the attached Balance Sheet of MANSI FINANCE (CHENNAI) LIMITED as at 31st March 2012 and also the annexed Profit & Loss Account and the Cash Flow statement of the Company for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, We annexe hereto a statement on the matters specified in paragraphs 4 & 5 of the said order.

2. Further to our comments in the annexeure referred In paragraph 1 above, We report that :
- (a) We have obtained all the information and explanation which, to the best of our knowldege 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 it appears from our examination of such books.
 - (c) The Balance Sheet , Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account of the Company.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and loss and the Cash Flow Statement are in compliance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable
 - (e) According to the information and explanations given to us, in relation to the affairs of the Company, none of the Directors are disqualified from being appointed as Directors as on 31st March,2012 under Section 274 (1)(g) of the Companies Act,1956.
 - (f) In our opinion and to the best of our information and explanations given to us , the sald accounts read together

with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view.

- i. In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012.
- ii. In so far as it relates to the Profit & Loss, of the Profit for the period ended on that date.
- iii. In so far as it relates to the Cash flow statement, of the cash flows of the Company for the year ended on that date.

FOR M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS
Firm Reg. No.0038755

PLACE : CHENNAI
DATE : 28-05-2012

(VINOD KUMAR)
PARTNER
M.No.207094

ANNEXURE TO THE AUDITORS' REPORT

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All these assets have been physically verified by the management at reasonable intervals. As Informed to us no material discrepancy have been noticed between the physical verification and books of the Company.
(c) During the year, In our opinion Compay has not disposed of substantial part of fixed assets.
2. Physical verification of Inventory is not applicable since the company has not traded in goods during the year.
3. During the year Company has not taken/granted any loans from Companies and firms listed in the Register maintained under section 301 of the Companies Act,1956. Company availed Loans from directors/Corporates. The rate of interest and terms and conditions of the loan are, prima facie, not prejudicial to the interest of the Company. There is no overdue amount of loans taken.
4. In our opinion and according to the information and explanation given to us there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to Lending of money (Finance) and purchase of fixed assets. During the course of audit, no major weakness has been noticed in the above controls and therefore the reporting of the same does not arise.
5. According to the information and explanations given to us, Company has made necessary entries in the register maintained under section 301 of the Companies Act,1956.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rules framed thereunder.
7. The Company has an Internal audit system commensurate with the size of the Company and the nature of its business.
8. We are informed by the Company, that maintenance of Cost records has not been prescribed by the Central Government U/s 209(1)(d) of the Companies Act, 1956.
9. (a) According to the explanations given to us, the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act, 1948 are not applicable to the Company. As per records of the Company, no Undisputed amount is payable, in respect of Income Tax, Wealth Tax, Sales tax and Customs duty, as at 31st March, 2011 outstanding for a period of more than six months from the date they became payable, except for Income Tax demand as given below, according to information and explanation given to us, there are no dues of sales tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.

Particulars	Amount(Rs)	Period to which amount relates	Forum where the dispute is pending
Income Tax	42,087.00	Financial year 2003-2004	Commissioner of Income Tax (Appeals) Chennai
Income Tax	119,420.00	Financial year 2004-2005	Commissioner of Income Tax (Appeals) Chennai

10. Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses during the current and immediately preceding financial years.
11. In our opinion and according to the information and explanations given to us, there is no amount due to a financial institution and debenture holders. However in the case of dues to bank, the Company has not defaulted in payments.
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 and other similar securities.
13. According to the information and explanations given to us, the provisions of special statutes applicable to chit fund, nidhi or mutual benefit society are not applicable to the Company.
14. Based on our examination of records and the information and explanations given to us, the Company does not deal/trade in shares, securities, debentures and other investments. Wherever investments are made in shares & securities, they are held in the Company's name.
15. According to the information and explanations given to us, the company has not given guarantees for loans taken from financial institutions or banks.
16. According to the information and explanations given to us, the company has not raised any term loan.
17. According to the information and explanations given to us, and on overall examination of the balance sheet and the Cash Flow Statement, we report that no funds raised on short term basis have been used for long term investment.

18. According to the information and explanations given to us, the company has not made preferential allotment of shares to any parties and listed in the Register maintained under section 301 of the Companies Act.
19. According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
20. According to the information and explanations given to us, the company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

FOR M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS

PLACE : CHENNAI
DATE : 28-05-2012

(VINOD KUMAR)
PARTNER
M.No.207094

Balance Sheet As at 31st MARCH 2012

	Note	As at 31st March 2012		As at 31st March 2011	
		Rs.	Ps.	Rs.	Ps.
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	2	35,349,000.00		35,349,000.00	
(b) Reserves and Surplus	3	75,750,274.83		69,578,369.83	
(2) Share application money pending allotment			0.00		0.00
(3) Non-Current Liabilities					
(a) Long-term borrowings	4	81,313,410.38		42,652,367.38	
(b) Deferred tax liabilities (Net)			0.00		0.00
(c) Other Long term liabilities	5	50,000.00		50,000.00	
(4) Current Liabilities					
(a) Short-term borrowings	6	12,105,830.04		12,070,125.04	
(b) Trade payables			0.00		0.00
(c) Other current liabilities	7	4,850,855.50		2,312,739.00	
(d) Short-term provisions	8	2,513,707.00		1,961,381.00	
Total		211,933,077.75		163,973,982.25	
II. Assets					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	9	38,643,557.05		32,851,399.26	

MANSI FINANCE (CHENNAI) LTD.

(b) Non-current investments	10	13,031,598.01	13,134,997.06
(c) Deferred tax assets (net)		0.00	0.00
(d) Long term loans and advances	11	1,638,501.00	1,623,501.00
(e) Other non-current assets		0.00	0.00
(2) Current assets			
(a) Current Investments		0.00	0.00
(b) Receivable under Financing activity	12	136,814,017.00	85,894,062.00
(c) Cash and bank balances	13	14,638,728.69	19,409,666.43
(d) Short-term loans and advances	14	82,570.00	85,895.00
(e) Other current assets	15	7,084,106.00	10,974,461.50
Total		211,933,077.75	163,973,982.25

See accompanying notes forming part of financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **SIROHIA & CO.,**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

VINOD KUMAR
Partner

SURESH BAFNA
Chairman & Managing Director

M K TATED
Director

PLACE: CHENNAI
DATE : 28-05-2012

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31st MARCH 2012**

	Note	As at 31st March 2012		As at 31st March 2011	
		Rs.	Ps.	Rs.	Ps.
INCOME :					
Revenue from operations		20,376,384.00		12,082,802.00	
Other Income	16	2,663,633.47		38,836,552.17	
Total Revenue		23,040,017.47		50,919,354.17	
EXPENSES :					
Finance Costs		9,419,105.00		5,095,523.26	
Employee benefit expense		1,327,186.00		1,151,566.00	
Other operating expenses	17	3,625,091.27		3,106,132.81	
Depreciation and amortization expense		749,670.00		645,177.00	
Provision, losses & other charges		0.00		632,830.00	
Total Expenses		15,121,052.27		10,631,229.07	
Profit before exceptional items and tax		7,918,965.20		40,288,125.10	
Exceptional Items		0.00		0.00	
Profit before tax		7,918,965.20		40,288,125.10	

MANSI FINANCE (CHENNAI) LTD.

Tax expense:			
(1) Current year tax Provision		1,900,000.00	1,000,000.00
(2) Prior years adjustment		-152,940.00	64,420.00
(3) Deferred tax		0.00	0.00
TOTAL TAXES		1,747,060.00	1,064,420.00
Profit/(Loss) for the period after Tax		6,171,905.20	39,223,705.10
Earning per equity share:	19		
(1) Basic		1.75	11.10
(2) Diluted		1.75	11.10
See accompanying notes forming part of financial statements			
AS PER OUR REPORT OF EVEN DATE ATTACHED			
For SIROHIA & CO., CHARTERED ACCOUNTANTS		For and on behalf of the Board	
VINOD KUMAR Partner	SURESH BAFNA Chairman & Managing Director	M K TATED Director	
PLACE: CHENNAI DATE : 28-05-2012			

NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 INCOME RECOGNITION

- a The Financial Statements are prepared under the historical cost convention in accordance with the generally accepted Accounting Principles
- b Income And Expenditure is accounted on accrual basis. In the case of Non Performing Assets interest income is recognized on receipt basis.

- 1.2 The Company follows the directions prescribed by the Reserve Bank of India for Non - Banking Financial Companies and the applicable Accounting Standards issued by the Institute Of Chartered Accountants Of India.

1.3 USE OF ESTIMATES

The preparation of financial statements required the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and reported income and expense during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. future results may vary from these estimates.

1.4 VALUATION OF FIXED ASSETS :

Fixed Assets are stated at historical cost Less accumulated depreciation.

1.5 DEPRECIATION/ AMORTIZATION POLICY :

Depreciation on Fixed Assets is provided on written down value method as per the rates specified in the Schedule XIV of The Companies Act, 1956.

1.6 VALUATION OF INVESTMENTS :

Investments are stated at Cost (The Company holds only Long Term Investments)

1.7 TAXATION

Current Tax is the amount of tax payable on the taxable Income for the year and determined in accordance with the provisions of the Income Tax Act,1961. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. Since there is no significant timing difference, no deferred tax has been provided.

1.8 IMPAIRMENT OF ASSETS

The Company is basically a finance Company holding only finance assets hence no impairment of assets is accounted.

MANSI FINANCE (CHENNAI) LTD.

	As at 31st March 2012		As at 31st March 2011	
	Rs.	Ps.	Rs.	Ps.
2. SHARE CAPITAL				
Authorised Share Capital				
55,00,000 Equity Shares Of Rs.10/- Each	55,000,000.00		55,000,000.00	
Issued,Subscribed & paid up:				
35,34,900 Equity Shares Of Rs.10/- Each	35,349,000.00		35,349,000.00	
2.2 The details of Share holding more than 5% shares				
Name of the Shareholder	No of Shares	% held	No of Shares	% held
Adit Bafna	510726	14.45 %	510826	14.45 %
Padmavathi Bafna	324749	9.19 %	324729	9.19 %
Oslaji Finance Chennai Ltd	309900	8.77 %	309900	8.77 %
Manitha B	312023	8.82 %	295848	8.37 %
Suresh Bafna	292100	8.26 %	292200	8.26 %
Sajjan Karwar Bafna	202495	5.73 %	202495	5.73 %
Sureshchand Chhogmalji Huf	192000	5.43 %	192000	5.43 %
3. RESERVES AND SURPLUS				
Share Premium		5,349,000.00		5,349,000.00
Statutory Reserve				
As per Balance Sheet	11,134,348.00		3,289,607.00	
Add: Transferred from Profit & Loss account	1,234,381.00	12,368,729.00	7,844,741.00	11,134,348.00
Profit & Loss Account				
As per Balance Sheet	53,095,021.63		21,716,057.53	
Add: Profit for the year	6,171,905.20		39,223,705.10	
	59,266,926.83		60,939,762.63	
Less: Appropriations				
Transfer to Statutory Reserve	1,234,381.00	58,032,545.83	7,844,741.00	53,095,021.63
TOTAL		75,750,274.83		69,578,369.63

MANSI FINANCE (CHENNAI) LTD.

	As at 31st March 2012		As at 31st March 2011	
	Rs.	Ps.	Rs.	Ps.
4. LONG TERM BORROWINGS				
Secured				
HDFC Bank- Car Loan	409,711.60		918,799.60	
		409,711.60		918,799.60
Unsecured				
From directors	68,390,851.78		32,424,671.78	
Inter Corporate Loan	12,512,847.00	80,903,698.78	9,308,896.00	41,733,567.78
TOTAL		<u>81,313,410.38</u>		<u>42,652,367.38</u>
5. OTHER LONG TERM LIABILITIES				
Rental Advances		50,000.00		50,000.00
		<u>50,000.00</u>		<u>50,000.00</u>
6. SHORT TERM BORROWINGS				
Andhra Bank OD A/c (Secured against Bank Fixed Deposit)		12,105,830.04		12,070,125.04
		<u>12,105,830.04</u>		<u>12,070,125.04</u>
7. OTHER CURRENT LIABILITIES				
Interest received in advance		2,465,500.00		1,761,125.00
Other Liabilities		2,385,355.50		551,614.00
		<u>4,850,855.50</u>		<u>2,312,739.00</u>
8. SHORT TERM PROVISIONS				
Income Tax provision (net of payment)		854,767.00		302,441.00
Provision for Non performing assets		1,658,940.00		1,658,940.00
		<u>2,513,707.00</u>		<u>1,961,381.00</u>

MANSI FINANCE (CHENNAI) LTD.

S. No	Assets	Gross Block				Depreciation			Net Block		
		As On 1.4.2011	Additions	Deletion	Total	Upto 31.3.2011	Deductions 31-3-2012	For 31-3-2012	Upto 31.3.2012	As at 31.3.2011	As at 31.3.2012
		1	Computers	461,474.00	53,950.00	0.00	515,424.00	396,097.01	0.00	32,982.00	429,079.01
2	Furniture & Fixings	845,792.00	0.00	0.00	845,792.00	774,158.44	0.00	12,966.00	787,124.44	71,633.56	58,667.96
3	Land & Building	30,785,717.00	5,318,216.60	0.00	36,103,933.60	-	-	-	-	30,785,717.00	36,103,933.60
4	Office Equipments	858,332.00	31,441.97	0.00	889,773.97	496,383.18	0.00	53,863.00	550,246.18	364,949.82	339,527.79
5	Air Conditioners	43,200.00	0.00	0.00	43,200.00	5,433.00	0.00	5,253.00	10,686.00	37,767.00	32,514.00
6	Camera	16,710.00	0.00	0.00	16,710.00	1,815.00	0.00	2,072.00	3,887.00	14,895.00	12,823.00
7	Vehicles	3,350,442.00	1,318,283.00	642,282.76	4,206,442.32	1,838,381.21	462,219.00	642,554.00	2,016,716.21	1,514,060.89	2,009,726.11
		36,361,676.10	6,721,891.57	642,282.76	42,441,275.89	3,510,257.84	462,219.00	749,670.00	3,797,718.84	32,851,399.26	38,643,357.05
	Previous year	37,986,676.00	4,304,982.00	5,829,990.90	36,361,667.10	2,865,090.84	0.00	654,177.00	3,510,267.84	35,121,585.16	32,851,399.26

MANSI FINANCE (CHENNAI) LTD.

10. NON CURRENT INVESTMENTS

(Long Term Investments)
In Equity shares-Quoted

	As at 31-03-2012		As at 31-03-2011	
	No. of Shares	Amount	No. of Shares	Amount
Advent Computers Ltd	4,440	383,480.00	4,440	383,480.00
Aksh Opti Fiber Ltd	7,500	465,976.63	7,500	465,976.63
Bata India Limited	28	6,069.46	28	6,069.46
Coimbatore Pioneer Mills	200	200.00	200	200.00
Crestanimation	2,500	357,494.91	2,500	357,494.91
Chennai Meenakshi Mult. Hos	17,865	318,826.37	17,865	318,826.37
Essar Oil Limited	2,100	97,000.00	2,100	97,000.00
Finolex Industries Ltd	1,000	76,850.00	1,000	76,850.00
Gujarath Sidee Cement	10,000	196,345.94	10,000	196,345.94
HFCL	5,000	158,454.50	5,000	158,454.50
Inox Leisure ltd	500	68,238.27	500	68,238.27
Jaiprakash Hydro Power	2,200	75,528.86	2,200	75,528.86
Kotak Mahindra Finance	1,000.00	159,218.64	500.00	159,218.64
MRPL	1,000	66,400.00	1,000	66,400.00
Nucleus Software Expo	1,000	307,461.10	1,000	307,461.10
Maruti Udyog	250	155,399.49	250	155,399.49
NTPC	2,214	256,391.16	2,214	256,391.16
ONGC	1,440	262,756.90	360	262,756.90
Oswal Chem Fertilizer	0	0.00	2,500	103,398.95
Petronet LNG	1,400	81,589.11	1,400	81,589.11
Redington India Ltd	5,000	341,648.73	1,000	341,648.73
Reliance Industries Ltd	1,000	545,100.00	1,000	545,100.00
Reliance Power Ltd	45	0.00	0	0.00
Reliance Capital Ltd	9	0.00	9	0.00
Reliance Communication Ltd	182	0.00	182	0.00
Reliance energy Ventures	13	0.00	13	0.00
Sai Television	200	8,000.00	200	8,000.00
Sasken Communication Techno.	500	255,643.49	500	255,643.49
Sonata Software	10,000	644,147.42	10,000	644,147.42
Tata Consultancy Ltd	494	214,646.68	494	214,646.68
Ultra Tech Ltd	100	43,690.97	100	43,690.97
Valbhav Gems	22,215	6,362,714.47	22,215	6,362,714.47
Ing Vysya Bank Ltd	831	58,525.01	831	58,525.01
		11,967,798.11		12,071,197.06

MANSI FINANCE (CHENNAI) LTD.

<u>Optionally Fully Convertible Debentures</u>			
Essar Oil Limited		12,500.00	12,500.00
<u>Unquoted Equity Shares</u>			
Sambhav energy Ltd	20,000	200,000.00	20,000 200,000.00
Mansi Chhog Impex Ltd	20,000	200,000.00	20,000 200,000.00
<u>Government Of India Securities</u>			
Government of India Bond		600,000.00	600,000.00
<u>Other Investment</u>			
Mahindra Time share		51,300.00	51,300.00
		<u>13,031,598.11</u>	<u>13,134,997.06</u>
Note:			
1) Aggregate Value Of Quoted Investments		11,967,798.11	12,071,197.06
2) Market Value Of Quoted Investments		6,629,050.00	5,784,817.75
11. <u>LONG TERM LOANS & ADVANCES</u>			
Rental Advances		1,608,500.00	1,608,500.00
Other deposits		30,001.00	15,001.00
		<u>1,638,501.00</u>	<u>1,623,501.00</u>
12. <u>RECEIVABLES UNDER FINANCING ACTIVITY</u>			
Secured		136,463,017.00	85,243,062.00
Unsecured		351,000.00	651,000.00
		<u>136,814,017.00</u>	<u>85,894,062.00</u>
13. <u>CASH & BANK BALANCES</u>			
Cash In hand		1,695,944.59	870,949.54
Balances with Banks		-3,169,156.90	1,005,497.89
Fixed Deposit with Banks		16,111,941.00	17,533,219.00
		<u>14,638,728.69</u>	<u>19,409,666.43</u>

MANSI FINANCE (CHENNAI) LTD.

14. SHORT TERM LOANS & ADVANCES

Unsecured-considered good (unless otherwise stated)		
Income Tax Refund due	57,570.00	57,570.00
Tds Receivables	0.00	28,325.00
Other Advances	25,000.00	0.00
	<u>82,570.00</u>	<u>85,895.00</u>

15. OTHER CURRENT ASSETS

Unsecured-considered good (unless otherwise stated)		
Other Current Assets	7,084,106.00	10,974,461.50
	<u>7,084,106.00</u>	<u>10,974,461.50</u>

16. OTHER INCOME

Rent received	90,000.00	64,300.00
Dividend received	77,482.00	89,325.92
Profit on sale of Agricultural Land	0.00	37,999,376.00
Long Term Profit on Sale of Shares	1,569,120.25	29,187.15
Agricultural Income-net	817,095.00	803,730.00
Profit/(loss) from sale of fixed assets	109,936.22	(149,366.90)
	<u>2,663,633.47</u>	<u>38,836,552.17</u>

17. EXPENSES

Other operating Expenses		
Advertisement	66,357.00	49,778.00
Audit Fees	39,326.00	35,296.00
Bank Charges & Commission	67,620.00	60,992.69
Corporation tax	15,958.00	19,035.00
Electricity Expenses	41,707.00	99,369.50
Gifts & Compliments	15,170.00	240,699.30
Insurance	62,127.90	80,993.00
Entertainment Exp	750.00	134,334.08
Legal Consulting & other expenses	394,835.00	225,158.00
Listing Fees	35,950.99	27,592.77
Office & General Expenses	437,482.43	272,147.85

MANSI FINANCE (CHENNAI) LTD.

Club Entrance Fees	661,800.00	0.00
Postage & Telegram	11,303.00	36,035.00
Printing & Stationery	118,653.00	153,253.07
Professional Charges	8,015.00	30,000.00
Rent Paid	547,230.00	414,000.00
Petrol & Vehicle Maintenance	318,031.26	290,775.85
Repairs & Maintenance	100,253.00	116,447.00
Share Transfer Fee	28,703.00	0.00
Staff Welfare	121,518.00	123,723.00
Telephone Charges	75,622.00	207,164.83
Travelling & Conveyance	380,923.21	352,177.50
Charity & Donation	74,552.00	135,892.00
Demat Charges	1,203.48	1,268.37
	<u>3,625,091.27</u>	<u>3,106,132.81</u>

18. PAYMENT TO AUDITORS

Statutory Audit Fees	20,000.00	20,000.00
Tax Audit Fees	8,000.00	6,000.00
Other Fees	7,000.00	6,000.00
Service Tax	4,326.00	3,296.00
	<u>39,326.00</u>	<u>35,296.00</u>

Expenditure in foreign currency	NIL	NIL
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19. EARNING PER SHARE (EPS)

	<u>2011-2012</u>	<u>2010-2011</u>
a. Net profit after tax as per profit & loss	6,171,905.20	39,223,705.10
b. Weighted average number of Equity Shares	3,534,900.00	3,534,900.00
c. Basic & Diluted Earnings per share	1.75	11.10
d. Face value of Equity shares	10.00	10.00

20. RELATED PARTY DISCLOSURES

SLN	NAME OF THE RELATED PARTY	RELATION
1	Madras Mercantile Agency	Associates
2	Mansi Mercantile Agency	Associates
3.	Saffan Karwar Bafna	Director Relative

MANSI FINANCE (CHENNAI) LTD.

4. Adit S Bafna Director Relative
5. Suresh Bafna Key Managerial Personnel

TRANSACTIONS DURING THE YEAR

Sr.No.	Nature of Transaction	Associates	Key Managerial personnel	Director Relative
1.	Loan Received	68,390,851.78		
2.	Interest paid on Loan	6,781,311.00		
3.	Remuneration		282,000.00	
4.	Rent paid			420,000.00
5.	Salary paid			246,000.00

21. SEGMENT REPORTING

The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segment as per accounting standard -AS17-Segment Reporting.

22. CONTINGENT LIABILITIES & COMMITMENTS

Disputed Income Tax liability for Financial Year 2003-2004 & 2004-2005 Rs. 161,507. Appeal is pending before Commissioner of Income Tax (Appeal)

23. DUES TO MICRO, SMALL & MEDIUM ENTERPRISES

The Company has no dues to Micro, Small & Medium enterprises during the year ended 31st March 2012.

24. Previous Year's Figures Have Been Re- Grouped And Re-Classified Wherever Necessary, To Confirm To Current Year's Classification.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **SIROHIA & CO.,**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

VINOD KUMAR
Partner

SURESH BAFNA
Chairman & Managing Director

M K TATED
Director

PLACE: CHENNAI
DATE : 28-05-2012

CASH FLOW STATEMENT

	Amount in Rs. (in thousands) 2011-2012	Amount in Rs. (in thousands) 2010-2011
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss)	6,171.91	39,223.72
Less:		
Dividend received	(77.48)	(89.33)
Profit on sale of shares	(1,569.12)	(29.19)
Profit on sale of fixed assets	(109.94)	(37,999.38)
	<u>4,415.37</u>	<u>1,105.82</u>
Add:		
Depreciation	749.67	645.18
Provision for taxation	1,900.00	1,000.00
Loss on sale of Fixed Assets	0.00	149.37
Provisions-net	0.00	632.83
OPERATING PROFIT BEFORE WORKING CAPITAL	<u>7,065.04</u>	<u>3,533.20</u>
CHANGES		
(Increase)/Decrease in Current Assets	(47,151.18)	(25,203.82)
Increase/(Decrease) In Current Liabilities	1,190.44	(29,304.49)
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	(38,895.71)	(50,975.11)
(A)		
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(6,721.89)	(4,304.98)
Purchase of Investments	0.00	0.00
Sale of Fixed assets	290.00	5,929.99

MANSI FINANCE (CHENNAI) LTD.

Sale of Investments	103.40	334.04
Profit on sale of shares	1,569.12	29.19
Profit on sale of fixed assets	109.94	37,999.38
Loss on sale of fixed assets	0.00	(149.37)
Dividend received	77.48	89.30
NET CASH INFLOW/(OUTFLOW) FROM INVESTING	(4,571.95)	39,927.55
ACTIVITIES	(B)	
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Acceptance/(Repayment) of Loans	38,696.75	26,925.74
Proceeds from Issue of shares	0.00	0.00
NET CASH INFLOW/(OUTFLOW) FROM FINANCING	38,696.75	26,925.74
ACTIVITIES	(C)	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(4,770.91)	15,878.18
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	19,409.64	3,531.46
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	14,638.73	19,409.64

For AND ON BEHALF OF THE BOARD

AS PER OUR REPORT OF EVEN DATE ATTACHED

**For M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS**

(SURESH BAFNA) **(M K TATED)**
Chairman & Managing Director Director

(VINOD KUMAR)
Partner

PLACE : CHENNAI
DATE :28-05-2012

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MANSI FINANCE (CHENNAI) LTD.

MANSI FINANCE (CHENNAI) LIMITED
Regd. Off: 'Mansi Mansion', 22B Mulla Sahib Street,
Sowcarpet, Chennai - 600 079.

PROXY FORM

I/We _____ of _____ being a member(s) of Mansi Finance (Chennai) Limited, hereby appoint _____ of _____ as falling him/her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on Wednesday, 5th day of September 2012 at 10.00 a.m. at the Registered Office of the Company at 'MANSI MANSION', No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, and at any adjournment thereof.

Signed this _____ day of _____ 2012 Address:

Revenue
Stamp

Membership Folio No.

Signature _____
No. of shares held _____

- Note: 1. The Proxy must be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the meeting.
2. Proxy need not be a member.

MANSI FINANCE (CHENNAI) LIMITED
Regd. Office: 'Mansi Mansion', 22B Mulla Sahib Street,
Sowcarpet, Chennai - 600 079.

I hereby record my presence at the Seventeenth Annual General Meeting of the Company to be held on Wednesday, 5th September, 2012 at 10.00 A.M. at the Registered Office of the Company at 'MANSI MANSION', 22-B Mulla Sahib Street, Sowcarpet, Chennai-600 079.

Signature _____

Full Name of the Member/Proxy

Note: Member attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

BOOK - POST

To

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If undelivered, please return to :
MANSI FINANCE (CHENNAI) LIMITED
MANSI MANSION
22-B, Mulla Sahib Street,
Ground Floor, Sowcarpet,
Chennai - 600 079.