

Information Memorandum/ Disclosure Document

**INFORMATION MEMORANDUM FOR TRADING OF 35,34,900 EQUITY SHARES OF Rs.10/-
EACH ON THE BOMBAY STOCK EXCHANGE LIMITED.**

GENERAL RISKS: Investors are advised to read the Risk Factors carefully before taking an investment decision. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Offer/ Issue including the risks involved. This Information Memorandum is prepared for revocation of trading suspension and has not been filed with Securities & Exchange Board of India (SEBI). The Securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the summarized and detailed Risk Factors mentioned elsewhere in this Information Memorandum.

ISSUER'S ABSOLUTE RESPONSIBILITY: The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Issuer, which is material in this context, that the information contained in this Information Memorandum is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING: The Equity Shares of the Company are presently listed on the Bombay Stock Exchange Limited ("BSE" or the "Stock Exchange").

ISSUER	REGISTRAR AND TRANSFER AGENT
<p>MANSI FINANCE (CHENNAI) LIMITED Regd. Off.: "Mansi Mansion" No.22-B, Mulla Sahib Street, Sowcarpet, CHENNAI – 600 079.</p> <p>Tel: 044 – 2529 2139 e-mail ID: mansi@mansiindia.com website : www.mansi.in Contact Person: Shri. SURESH BAFNA</p>	<p>CAMEO CORPORATE SERVICES LIMITED "Subramanian Building" No.1, Club House Road, CHENNAI – 600 002.</p> <p>Tel: 044 – 2846 0930 e-mail ID: cameo@cameoindia.com website: www.cameoindia.com</p>

NOTE: *This Information Memorandum/ Disclosure Document is neither a prospectus nor a statement in lieu of a prospectus. This information Memorandum/Disclosure Document has been prepared for the purpose of revocation of trading suspension of the Equity Shares listed on the Bombay Stock Exchange. This is only an information brochure intended for private use and should not be construed to be a prospectus and/or an invitation to the public for subscription to Equity Shares under any law for the time being in force.*

DEFINITIONS AND ABBREVIATIONS:

<i>The Company / Issuer / Mansi Finance/Mansi Finance (Chennai) Limited</i>	Mansi Finance (Chennai) Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at “Mansi Mansion” No.22-B, Mulla Sahib Street, Sowcarpet, CHENNAI – 600 079.
<i>“we”, “us”, “our”</i>	Unless the context otherwise requires, means the Company.
<i>Articles/AOA</i>	Articles of Association of the Company
<i>Board</i>	Board of Directors of the Company or a Committee thereof
<i>Equity Shares</i>	35,34,900 Equity Shares of Rs.10/- each.
<i>Equity Shareholder(s)</i>	The investors who have been allotted Equity Shares
<i>Depository/ies</i>	National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL)
<i>DP</i>	Depository Participant
<i>I.T. Act</i>	The Income-Tax Act, 1961 as amended from time to time
<i>Information Memorandum/ Disclosure Document</i>	This Information Memorandum
<i>ISIN</i>	International Securities Identification Number
<i>Memorandum / MoA</i>	Memorandum of Association of the Company
<i>NRI</i>	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations.
<i>Overseas Corporate Body / OCB</i>	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA Regulations.
<i>Registrar/Registrar to the Issue</i>	Registrar to the Issue, in this case being Cameo Corporate Services Limited.
<i>ROC</i>	The Registrar of Companies, Tamilnadu
<i>RBI</i>	The Reserve Bank of India
<i>SEBI</i>	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time)
<i>Stock Exchange</i>	The Bombay Stock Exchange Limited
<i>The Act</i>	The Companies Act, 1956 (as amended from time to time)

DISCLAIMER:

This Information Memorandum/Disclosure Document is neither a Prospectus nor a Statement in lieu of a Prospectus. The Equity Shares are already listed on the Bombay Stock Exchange Limited. This information Memorandum/Disclosure Document has been prepared for the purpose of revocation of trading suspension imposed on the Equity Shares of the Company. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to the Equity Shares to the public in general. This Information Memorandum/ Disclosure Document should not be construed to be a prospectus or a statement in lieu of prospectus under the Companies Act.

This Information Memorandum/ Disclosure Document has been prepared in conformity with the SEBI (ICDR) Regulations. Therefore, as per the applicable provisions, copy of this Information Memorandum/ Disclosure Document has not been filed or submitted to the SEBI for its review and/or approval. Further, since there is no public issue involved, the provisions of Section 60 of the Companies Act shall not be applicable and accordingly, a copy of this Information Memorandum/ Disclosure Document has not been filed with the ROC or the SEBI.

This Information Memorandum/ Disclosure Document has been prepared to provide general information about the Issuer. This Information Memorandum / Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Information Memorandum/ Disclosure Document nor any other information supplied in connection with the Equity Shares is intended to provide the basis of any credit or other evaluation and any recipient of this Information Memorandum/ Disclosure Document should not consider such receipt a recommendation to purchase any Equity Share.

The Issuer confirms that, as of the date hereof, this Information Memorandum/ Disclosure Document (including the documents incorporated by reference herein, if any) contains all information that is material in the context of Revocation of Trading Suspension, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading.

This Information Memorandum/ Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly and specifically through a communication by the Company. It is not intended for distribution to any other person and should not be reproduced by the recipient.

The person who is in receipt of this Information Memorandum/ Disclosure Document shall maintain utmost confidentiality regarding the contents of this Information Memorandum and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

Each person receiving this Information Memorandum/ Disclosure Document acknowledges that:

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and

Such person has not relied on any intermediary that may be associated with Revocation of Trading Suspension in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Information Memorandum/ Disclosure Document to reflect subsequent events after the date of the Information Memorandum/ Disclosure Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

1. GENERAL INFORMATION:

Name of the Company	MANSI FINANCE (CHENNAI) LIMITED
ISIN	INE094E01017
Registered & Corporate Office Address, Telephone No. Email	“Mansi Mansion” No.22-B, Mulla Sahib Street, Sowcarpet, CHENNAI – 600 079. 044 – 2529 2139 mansii@mansiindia.com
Compliance Officer of the Company Tel No. E-Mail Id	MAHESH TATED 044 – 2529 2139 mansii@mansiindia.com
External Corporate Law Advisors Tel No. E-Mail Id	Mundhara & Co Company Secretaries 044 – 2536 8835 mundhara_co@yahoo.co.in
Chairman & Managing Director	Shri. Suresh Bafna
Registrar and Transfer Agent	CAMEO CORPORATE SERVICES LIMITED “Subramanian Building” No.1, Club House Road, CHENNAI – 600 002. Tel: 044 – 2846 0930 e-mail ID: cameo@cameoindia.com website: www.cameoindia.com

2. BOARD OF DIRECTORS:

Name	Designation	Address
Suresh Bafna	Chairman & Managing Director	No.22, Mulla Sahib Street, Sowcarpet, Chennai – 600 079.
Yuvaraj A Jain	Independent Director	No.237, Govindappa Naicken Street, Chennai – 600 001.
Mahesh Tated	Independent Director	No.10/33, Arumugam Street, Chennai – 600 001.
Bhupendra L Thakkar	Independent Director	No.6, Snehaddeep Gokhale Road, Vileparle (E), Mumbai – 400 057.

3. COMPLIANCE OFFICER:

MAHESH TATED

MANSI FINANCE (CHENNAI) LIMITED

“Mansi Mansion” No.22-B, Mulla Sahib Street, Sowcarpet,

CHENNAI – 600 079.

044 – 2529 2139

mansi@mansiindia.com

4. STATUTORY AUDITORS:

M/s. SIROHIA & CO

Chartered Accountants

No.51, Maddox Street, 1st Floor,

Near Veterinary College,

CHENNAI – 600 112.

5. REGISTRAR AND TRANSFER AGENT:

CAMEO CORPORATE SERVICES LIMITED

“Subramanian Building”

No.1, Club House Road,

CHENNAI – 600 002.

Tel: 044 – 2846 0930

e-mail ID: cameo@cameoindia.com

website: www.cameoindia.com

6. BUSINESS PROFILE OF THE COMPANY:

Company Profile:

Mansi Finance (Chennai) Limited is a listed company, registered under the Companies Act, 1956, engaged in providing financial services to various institution. We are an instantly familiar name among major financial service provided in and around Chennai, in Tamil Nadu and across the country. We are firmly on the high growth path. We have been growing putting trust and relationship before business.

Code of Conduct:

Preface:

Over the years, the Company conducted its business with very high ethical and moral standards. The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company. The Directors and Senior Management personnel may contact the Compliance Officer for assistance in interpreting the requirements of this Code. The Board of Directors of the Company adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest. This model code of conduct shall be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors.

Introduction:

This Code of Conduct has been adopted by the Board of Directors to maintain the standard of business conduct for Mansi Finance (Chennai) Ltd., ("the Company")

The Code is applicable to the following person, referred to as "Officer":-

a) All Members of the Board

- This comprises all members of management one level below the executive directors, including all functional heads.
- This Code governs the conduct of the Officers. Each such person should become familiar with its provisions.
- The Board of Directors appoints Mr. Mahesh Tated, Director of the Company as its compliance officer for the purpose of this code. The Board of Directors reserves the right to amend, alter or enlarge this Code at any time. The Officers should conduct their activities in line with the following policies laid down by the Code and adhere to its compliance.

Rules and Regulations

1. Honest and Ethical Conduct:

The Officers shall deal on behalf of the Company with professionalism, honesty and integrity.

2. Compliance with Law:

The Officers shall in their business conduct ensure compliance with all applicable laws, rules and regulations in all the territories in which the Company operates and adhere to the reporting system there under.

3. Loyalty:

Officers have to devote their attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

4. Other Directorships:

The Company feels that serving on the Boards of other direct competitor companies may raise substantial concerns about potential conflict of interest. All officers must report /disclose their relationship with other companies to the Board and as and when there is a change therein.

5. Conflict of Interest:

The Officers shall not engage in any business, relationship or activity which may detrimentally conflict with the interest of Company or the Group of Company.

6. Equal Opportunities within the Company:

The Officer shall ensure that equal opportunities are provided to all employees of the Company and all qualified applicants for employment without regard to their race, religion, caste, ancestry, marital status, sex, age & nationality and that no exploitation or discrimination is done in this regard.

7. Healthy, safety and environment:

The Officers shall strive to provide a safe and healthy working environment both within the organization and as part of the society and comply, in the conduct of its business affairs with all Regulations regarding the preservation of the environment of the territory the Company operate in.

8. Protection of Assets:

The assets of the Company should be employed for the purpose of conducting the business for Which they are duly authorized and they should not be misused.

9. Confidentiality:

The Officers shall maintain confidentiality of information entrusted to them by the Company or any other information about the Company that comes to them except when disclosures is duly authorized or required by any law or regulation.

10. Reporting concerns:

The Officers shall promptly report to the management any actual or possible violations of this Code, or an event he or she becomes aware of that could affect the business or reputation of his / her or any Group of company.

Violation of the Code:

The Company will take appropriate action against any Officer whose actions are found to violate the code or any other policy of the Company. Disciplinary action may include immediate termination of employment at the Company's sole discretion. In case the Company has suffered Any losses, it may pursue for recovery of such losses against the individuals or entities responsible.

Periodic Reporting of Compliance:

All Officers shall affirm compliance with the code on an annual basis at the end of the financial year of the Company.

Disclaimer:

The Code of Conduct is a statement of certain fundamental principles, ethics, values, policies and procedure that govern the Officers of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any way in clients, suppliers, shareholders and any other person or entity.

7. LISTING:

The equity shares of the company are listed on the Bombay Stock Exchange Limited.

8. CAPITAL STRUCTURE:

Sl. No.	SHARE CAPITAL	As on 30.06.2014 Amount in Rs.
1	AUTHORISED 55,00,000 Equity shares of Rs.10/- Each	5,50,00,000
2	ISSUED SUBSCRIBED AND PAID UP 35,34,900 Equity shares of Rs.10/- Each	3,53,49,000

9. SHAREHOLDING PATTERN:

(a) As per Clause 35 of the Listing Agreement as on 30.06.2014 is as mentioned below:

Sl. No.	Category	No. of Shares	% Of Shares
(A) (1)	Promoters		
	Indian promoters	2018001	57.09%
	Foreign Promoters	0	0.00%
	Others (PAC)	0	0.00%
	Sub-Total (A)(1)	2018001	57.09%
(B) (1)	Non-promoters		
	Institutional Investors	0	0.00%
	Sub-Total (B)(1)	0	0.00%
(B) (2)	Public Shareholding		
	Bodies corporate	359037	10.16%
	Indian public	1152739	32.61%
	NRIs/ OCB's	1168	0.03%
	others	3955	0.11%
	Sub-Total	1516899	42.91%
	Grand Total (A+B)	3534900	100.00%

(b). List of Top Ten Shareholders of the Company as on 30th June, 2014:

S. No.	Name of the Shareholder	No. of Shares held
1.	ADIT KUMAR BAFNA	644626
2.	MANITHA KUMARI MARDIA	354181
3.	PADMAVATHI BAFNA	324749
4.	SURESH KUMAR BAFNA	292100
5.	SAJJAN KANWAR BAFNA	210345
6.	SURESH CHAND CHOGMAL BAFNA (HUF)	192000
7.	PANKAJ A JAIN	54400
8.	YUVARAJ A JAIN	50500
9.	ANAND A JAIN	49300
10.	ARCHANA AGARWAL	21400

10. DIVIDEND TRACK RECORD:

The Company has not paid dividend due to the Company's expansion and growth plans.

11. MARKET PRICE:

The last traded price of Company's share on the Bombay Stock Exchange was Rs.11.17 on 15.01.2013.

12. GROUP COMPANIES:

The company does not have any group companies and Subsidiary Companies.

13. STATUS OF CORPORATE GOVERNANCE COMPLIANCE:

The company has complied with the provisions of corporate governance.

14. OUTSTANDING LITIGATIONS AND DEFAULTS OF PROMOTERS, DIRECTORS OR THE OTHER GROUP OF COMPANIES:

The company does not have any outstanding Litigations and defaults of Promoters, Directors or the other Group of Companies.

The shares of the Company are continued to be listed on the BSE (Bombay Stock Exchange Limited). The shares of the Company were freely traded on the exchange until January, 2013, thereafter the trading on such shares and securities was suspended due to non-compliance of the clauses of Listing Agreement as entered with the Stock Exchange. The Company has thereafter complied with all the pending clauses and have made timely submissions with the Exchange. The Company has made a request application to the authorities to revoke such suspension and permit the stakeholders to freely trade with the securities. However, as on date, the status of the Company continues to be suspended on the exchange. Apart from this there were no instances of non-compliance or penalty or Strictures imposed on the Company by SEBI or any other authority on any matter relating to Capital Markets during the last three years.

15. FINANCIAL POSITION: EXTRACT OF AUDITED BALANCE SHEETS OF LAST 3 FINANCIAL YEARS:

Particulars	31.03.2014	31.03.2013	31.03.2012
I. EQUITY AND LIABILITIES			
1. Shareholder's funds			
(a) Share Capital	35349000.00	35349000.00	35349000.00
(b) Reserves and Surplus	110500425.68	87534333.93	75750274.83
2. Share application money pending allotment	0.00	0.00	0.00
3. Non-Current Liabilities			
(a) Long-term borrowings	108234258.80	124898885.18	81313410.38
(b) Deferred tax liabilities (Net)	0.00	0.00	0.00
(c) Other Long term liabilities	50000.00	1730000.00	50000.00
4. Current Liabilities			
(a) Short-term borrowings	13042834.93	11116555.04	12105830.04
(b) Trade payables	0.00	0.00	0.00
(c) Other current liabilities	4120821.12	6272996.50	4850855.50
(d) Short-term provisions	3855590.00	3907411.00	2513707.00
TOTAL	275152930.53	270809181.65	211933077.75

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II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	41481900.05	40486321.05	38643557.05
(b) Non-current investments	11986710.92	10460908.12	13031598.01
(c) Deferred tax assets (Net)	0.00	0.00	0.00
(d) Long term loans and advances	1690493.00	1538501.00	1638501.00
(e) Other non-current assets	0.00	0.00	0.00
(2) Current assets			
(a) Current investments	0.00	0.00	0.00
(b) Receivable under Financing activity	192293402.00	192595345.00	136814017.00
(c) Cash and bank balances	18450370.24	10298930.48	14638728.69
(d) Short-term loans and advances	82570.00	10082570.00	82570.00
(e) Other current assets	9167484.35	5346606.00	7084106.00
TOTAL	275152930.56	270809181.65	211933077.75

16. FINANCIAL POSITION: EXTRACT OF AUDITED PROFIT AND LOSS ACCOUNT OF LAST 3 FINANCIAL YEARS:

Particulars	31.03.2014	31.03.2013	31.03.2012
Revenue From Operations	39210032.00	31131081.34	20376384.00
Other Income	15549683.86	5553505.08	2663633.47
Total Revenue	54759715.86	36684586.42	23040017.47
<u>Expenses:</u>			
Finance costs	14149420.80	14261292.29	9419105.00
Employee benefit expenses	3105184.00	2126649.00	1327186.00
Other operating expenses	4743192.31	3434950.03	3625091.27
Depreciation and amortization expenses	1062436.00	635493.00	749670.00
Provisions and Write Offs	3415712.00	0.00	0.00
TOTAL EXPENSES	26475945.11	20458384.32	15121052.27
Profit before exceptional items and tax	28283770.75	16226202.10	7918965.20
Exceptional items	0.00	0.00	0.00
Profit before tax	28283770.75	16226202.10	7918965.20
Tax Expenses			
(1) Current year tax provision	5000000.00	4400000.00	1900000.00
(2) Prior years adjustment	317679.00	42133.00	-152940.00

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(3) Deferred tax	0.00	0.00	0.00
TOTAL TAXES	5317679.00	4442133.00	1747060.00
Profit/ (Loss) for the period after tax	22966091.75	11784069.10	6171905.20
Earnings per equity share			
(1) Basic	6.50	3.33	1.75
(2) Diluted	6.50	3.33	1.75

17. FINANCIAL POSITION: EXTRACT OF AUDITED CASH FLOW STATEMENT OF LAST 3 FINANCIAL YEARS:

Particulars	31.03.2014	31.03.2013	31.03.2012
(A) CASH FLOW FROM OPERATING ACTIVITIES	(Amount in Rs. Thousands)		
Profit/(Loss)	22966.09	11784.07	6171.91
Less:			
Dividend received	(68.54)	(63.90)	(77.48)
Profit on sale of shares	(2684.61)	(57.68)	(1569.12)
Profit on sale of fixed assets	(9348.33)	(2573.03)	(109.94)
	10864.61	9089.46	4415.37
Add:			
Depreciation	1062.44	635.49	749.67
Provision for taxation	5000	4400.00	1900.00
Loss on sale of shares	0.00	1626.98	0.00
Provisions-net	0.00	0.00	0.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	16927.04	15751.93	7065.04
(Increase)/Decrease in Current Assets	6481.06	(63845.92)	(47151.18)
Increase/(Decrease) in other Current liabilities	(2152.18)	1422.14	1190.44
Increase/(Decrease)in other non-current liabilities	(1680.00)	1680.00	0.00
Increase/(Decrease) in long term loans and advances	151.99	(100)	0.00
Income tax paid	(5355.79)	(3006.30)	0.00
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	14372.13	(48098.15)	(38895.70)
(B) CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(4883.91)	(2535.71)	(6721.89)
Purchase of Investments	(6250.00)	0.00	0.00

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Sale of Fixed assets	2825.89	59.52	290.00
Sale of investments	4724.20	2570.69	103.40
Profit on sale of shares	2684.61	57.68	1569.12
Profit on sale of fixed assets	9348.33	2573.03	109.94
Loss on sale of fixed assets	0.00	(1626.98)	0.00
Dividend received	68.54	63.90	77.48
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	8517.67	1162.13	(4571.95)
(C) CASH FLOW FROM FINANCING ACTIVITIES			
Acceptance/(Repayment) of loans	(14738.35)	42596.20	38696.75
Proceeds from issue of shares	0.0	0.00	0.00
NET CASH INFLOW/(OUTFLOW FROM FINANCING ACTIVITIES	(14738.35)	42596.20	38696.75
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	8151.45	(4339.82)	(4770.90)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	10298.92	14638.74	19409.64
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	18450.37	10298.92	14638.74

18. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance is aimed at achieving transparency in the management of the Company for efficient conduct of its business. The Company follows the policy of full disclosure and communication. It has a lean and flat corporate structure in consonance with its activity and to encourage and attain participation of each level of management and to enhance shareholders value through sound business decisions, prudent financial management, creating corporate goodwill and sound image building.

For MANSI FINANCE (CHENNAI) LTD.,



Director