

Typhoon Financial Services Limited

[CIN: L65923GJ1990PLC014790]

24TH
ANNUAL REPORT
2013-14

NOTICE

NOTICE is hereby given that the **24th ANNUAL GENERAL MEETING** of the Members of **TYPHOON FINANCIAL SERVICES LIMITED** will be held as scheduled below:

Date : 26th September, 2014
Day : Friday
Time : 4.00 p. m.
Place : Registered Office of the Company situated at:
35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date along with the Auditors' Report and Directors' Report and thereon.
2. To appoint a Director in place of Ms. Sushma Chhajjar (DIN – 00280231), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Manish J. Joshi (DIN – 06936130), an Independent Director of the Company, who was appointed as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 and in accordance with the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 24th Annual General Meeting upto the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kashyap R. Mehta (DIN – 00005063), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 24th Annual General Meeting upto the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the ordinary resolution passed at the 23rd Annual General Meeting of the Company held on 30th September, 2013 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 50 Crores (Rupees Fifty Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 23rd Annual General Meeting of the

TYPHOON FINANCIAL SERVICES LIMITED

Company held on 30th September, 2013, the consent of the Company be and is hereby accorded under Section 179 and Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to the creation by the Board of Directors on behalf of the Company of such mortgages, charges, hypothecations and floating charges in such form and such manner as may be agreed to between the Board of Directors and the Company's lenders on all or any of the movable & immovable properties of the Company both present and future of every nature and kind whatsoever and the undertaking of the Company in certain events, to secure term loans/ working capital facilities/External Commercial Borrowings/ Debentures/ any other form of finance etc. not exceeding ` 50 Crores (Rupees Fifty Crores only) at any one point of time from Financial Institutions/Banks and other agencies/ parties/person with interest thereon, commitment charges, liquidated damages, charges, expenses and other monies, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the appointment of Mr. Ashok Chhajjer (DIN – 00280185) as Managing Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 29th July, 2014 to 28th July, 2019 on the terms and conditions (which have been approved by Nomination and Remuneration Committee) as set out in the Explanatory Statement under Section II of Part II of Schedule V of the Companies Act, 2013."

Registered Office :
35, Omkar House,
Near Swastik Cross Roads,
C. G. Road, Navrangpura,
Ahmedabad 380 009.
Date :29th July, 2014

By Order of the Board,

Ashok Chhajjer
Managing Director

NOTES:

1. The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under Item Nos. 4 to 8 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from 12th September, 2014 to 26th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
7. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination

in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company.

9. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days between 11.00 A.M. and 1.00 P.M. except Sundays, up to and including the date of the Annual General Meeting of the Company.
11. Members may also note that this Notice and the Annual Report for 2013-14 will also be available on the Company's website www.typhoonfinancial.com for their download.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 24TH ANNUAL GENERAL MEETING DATED 29TH JULY, 2014.

In respect of Item No. 4:

Pursuant to provisions of section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act) and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Manish J. Joshi as an Additional Director with effect from 29th July, 2014. Mr. Manish J. Joshi is an Independent Director on the Board of the Company.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Manish J. Joshi holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Act proposing Mr. Manish J. Joshi as a candidate for the office of the Director of the Company.

Mr. Manish J. Joshi is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Manish J. Joshi that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Manish J. Joshi possesses appropriate skills, experience and knowledge in the field Accounts & Administration. Brief resume of Mr. Manish J. Joshi, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Mr. Manish J. Joshi fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Manish J. Joshi as an Independent Director.

Save and except Mr. Manish J. Joshi, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 5:

Mr. Kashyap R. Mehta is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 30th March, 2003.

Mr. Kashyap R. Mehta was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Mr. Kashyap R. Mehta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 29th Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Mr. Kashyap R. Mehta as a candidate for the office of Director of the Company.

Mr. Kashyap R. Mehta is not disqualified from being appointed as Director in terms of section 164 of the Act and has given

TYPHOON FINANCIAL SERVICES LIMITED

his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Kashyap R. Mehta that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Kashyap R. Mehta possesses appropriate skills and experience in the field of Corporate Law & Finance. Brief resume of Mr. Kashyap R. Mehta, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Mr. Kashyap R. Mehta fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kashyap R. Mehta as an Independent Director.

Save and except Mr. Kashyap R. Mehta, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 6:

The members of the Company at 23rd Annual General Meeting held on 30th September, 2013 approved by way of an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for borrowing over and above the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amount already borrowed and outstanding at any point of time shall not be in excess of Rs.25 Crores (Rupees Twenty Five Crores only), of aggregate of the paid-up share capital and free reserves of the Company.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 6 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs.50 Crores (Rupees Fifty Crores only) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item No. 6.

In respect of Item No. 7:

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company. In view of the resolution relating to borrowing powers stated in Item No. 7, the Company may have to create further charges/ mortgages in favour of the lenders. Therefore, a resolution enabling the Directors to create charges/mortgages on the movable/immovable properties of the Company to the extent of Rs.50 crores at any point of time is proposed.

Since the invocation of security / mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions / Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges / mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.7 of this Notice, to enable to the Board of Directors to create charges/mortgages to secure the borrowings as mentioned in Item No. 7.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

In respect of Item No. 8:

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 29th July, 2014 has appointed Mr. Ashok Chhajer as Managing Director for a period of 5 years i.e. from 29th July, 2014 to 28th July, 2019.

The major terms and conditions are as under:

I. PERIOD:

For a period of 5 years from 29th July, 2014 to 28th July, 2019

II. REMUNERATION:

The Managing Director will not be entitled for any remuneration.

III. The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

IV. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

V. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director Shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

VI. TERMINATION:

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if a Special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 90 days' notice to the Company.

As per the provisions of Sections 188,196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, it is advisable to make appointment of Mr. Ashok Chhajer as Managing Director of the Company by passing Special Resolution.

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non- Financial Interest
1.	Director	Mr. Ashok Chhajer	Relates to his elevation as Managing Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	
3.	Relative of Director	Sushma Chhajer	Relates to appointment of Mr. Ashok Chhajer as Managing Director, who is relative of Director and, therefore, she may be deemed to be concerned or interested in the business.	
4.	Relative of Key Managerial Personnel	-	-	

As appointment of Mr. Ashok Chhajer as Managing Director is without payment of any remuneration, no other information is required to be given under Section II of Part II of Schedule V of the Companies Act, 2013 with Notice annexed hereto.

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos. 4 to 8 (both inclusive) of this Notice for consent and approval by the Members.

Registered Office :
 35, Omkar House,
 Near Swastik Cross Roads,
 C. G. Road, Navrangpura,
 Ahmedabad 380 009.
 Date :29th July, 2014

By Order of the Board,

**Ashok Chhajer
 Managing Director**

TYPHOON FINANCIAL SERVICES LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors pleased to present the 24TH ANNUAL REPORT together with the Audited Statement of Accounts for the financial year 2013-14 ended 31st March, 2014.

1. FINANCIAL RESULTS :

Particulars	(` in Lacs)	
	2013-14	2012-13
Total Income	3.08	3.83
Profit before tax	1.15	0.71
Less: Provision for taxation	0.48	0.69
Profit after tax	0.67	0.02

2. DIVIDEND:

With a view to conserve the resources for Working Capital requirements of the Company, the Board of Directors have not recommended dividend for the year under review.

3. DIRECTORS:

Mr. Manish J. Joshi is appointed as Independent Director w.e.f. 29th July, 2014. One of your Directors viz. Ms. Sushma Chhajjer, retires by rotation at this Annual General Meeting, being eligible offers herself for reappointment.

Mr. Kashyap R. Mehta and Mr. Manish J. Joshi, being Independent Directors, are being appointed for a term of 5 years as per provisions of the Companies Act, 2013. Mr. Ashok Chhajjer has been elevated as Managing Director of the Company.

4. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2014 being end of the financial year 2013-14 and of the Profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for 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;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

5. AUDIT COMMITTEE:

The Board of Directors have re-constituted Audit Committee consisting of the following:

1. Mr. Kashyap R. Mehta Chairman
2. Ms. Sushma A. Chhajjer Member
3. Mr. Manish J. Joshi Member

6. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors have constituted Nomination and Remuneration Committee consisting of the following:

1. Mr. Kashyap R. Mehta Chairman
2. Ms. Sushma A. Chhajjer Member
3. Mr. Manish J. Joshi Member

7. LISTING:

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited and Calcutta Stock Exchanges Limited and the Company is generally regular in payment of Annual Listing Fees to both the Stock Exchanges.

8. PARTICULARS OF EMPLOYEES:

As there was no employee of the Company who was in receipt of a remuneration requiring disclosure as per the provisions of the Section 217(2-A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

9. FIXED DEPOSITS:

The Company has not accepted during the year under review any deposit as defined under the Companies (Acceptance of Deposits) Rules, 1975.

10. AUDITORS:

The present Auditors of the Company M/s. Virendra Surana & Co., Chartered Accountants, Calcutta will retire at the ensuing Annual General Meeting. They have submitted certificate for their eligibility for their re appointment for the financial year 2014-15, if made, will in accordance with the provisions of Section 139 & 141 of the Companies Act, 2013. The Remarks of the Auditors is self explanatory and have been explained on notes on accounts.

11. DEMATERIALISATION OF EQUITY SHARES:

The Company has initiated steps for entering into agreement with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) to facilitate Shareholders to hold Shares in dematerialised/electronic form.

12. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

Your Company being in the industry of investment and finance, the particulars relating to Conservation of Energy, Technology Absorption etc. required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

13. REVOCATION OF SUSPENSION OF TRADING:

The Board of the Directors of the Company in their meeting held on 28th May, 2014 had discussed the matter for making application to Calcutta Stock Exchange Limited and Ahmedabad Stock Exchange Limited for revocation of suspension of trading in the Equity Shares of the Company. The Company had made application to Calcutta Stock Exchange Limited and Ahmedabad Stock Exchange Limited for obtaining In Principle approval of revocation of suspension.

14. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT:

As per Clause 49 of the Listing Agreement, the Management Discussion and Analysis Report and Report on Corporate Governance form part of this Annual Report. A certificate regarding compliance with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement is also appended to the Annual Report.

15. COMPLIANCE CERTIFICATE UNDER THE COMPANIES ACT, 1956:

Your Company has obtained Compliance Certificate as required under the Proviso to Section 383A of the Companies Act, 1956 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad which is attached to the Directors' Report.

16. CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management, which is available on the Company's website. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

17. ACKNOWLEDGEMENT:

Your Directors are pleased to take his opportunity to express their sincere gratitude for the assistance and continued co operation extended by Banks, Government Authorities, shareholders etc. Your Directors also wish to place on record their deep appreciation of the contribution made by the employees at all levels towards the growth of the company.

Registered Office:
35, Omkar House,
Near Swastik Cross Roads,
C. G. Road, Navrangpura,
Ahmedabad 380 009.
Date: 29th July, 2014

For and on behalf of the Board,

Sushma Chhajer Ashok Chhajer
Director Managing Director

TYPHOON FINANCIAL SERVICES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments:

The Non Banking Financial Companies (NBFC) industry in the private sector in India is represented by a mix of few large and national level Companies and a large number of small and medium sized, regional and local Companies. These NBFCs provide a variety of services including fund based and free based activities as well as cater to retail and non-retail markets and niche segments.

b. Opportunities and Threats:

The Company faces normal market competition in its business. The working of the NBFCs continued to be adversely affected by defaults due to recession and absence of proper and speedier recovery loss and procedure, paucity of funds, over regulations, lack of level playing field, additive tax treatments and disallowance and encroachment by unprofessional and inexperienced fly-by-night operators in the industry.

c. Segment wise Performance:

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

d. Recent Trend and Future Outlook:

The Company is likely to continue to maintain its focus on capital market activities including trading in securities and emerging products in derivatives. The Company will also look for any attractive opportunities in other growth areas in the financial services sector.

e. Risks and Concerns:

The Company is exposed to the normal industry risk factors of interest rate volatility, credit risk, market risk and operational risk. It manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practises.

With lower and lower interest regime, the Company's gross income may suffer a set back as being a finance Company its main income is return/yield on its deployable funds.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2013-14 is described in the Directors' Report.

h. Material Developments in Human Resources and Industrial Relations Front:

The Company is in process of employing and developing HRD department.

i. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Registered Office:
35, Omkar House,
Near Swastik Cross Roads,
C. G. Road, Navrangpura,
Ahmedabad 380 009.
Date: 29th July, 2014

For and on behalf of the Board,

Sushma Chhajer
Director

Ashok Chhajer
Managing Director

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS:**a) Composition and Category of Directors as on 31st March, 2014 and on the date of report is:**

Name of Directors	Category of Directorship	No. of other Directorships @	Committee Member/ Chairmanship in other companies	No. of Board Meetings attended	Attendance at AGM. held on 30-09-2013 Yes(Y)/No(N)
Mr. Ashok Chhajer, Managing Director	Executive	3	—	5	Y
Ms. Sushma A. Chhajer	Non-Executive	-	-	5	Y
Mr. Kashyap R. Mehta	Non-Executive Independent	3	3	5	Y
Mr. Manish J. Joshi #	Non-Executive Independent	-	-	N.A.	N.A.

@ Private Companies Excluded

#Appointed as Director w.e.f. 29th July, 2014

TYPHOON FINANCIAL SERVICES LIMITED

b) Details of the Directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting:

Name of Directors	Mr. Kashyap R. Mehta	Mr. Ashok Chhajer	Ms. Sushma Chhajer	Mr. Manish J. Joshi
Date of Birth	07-03-1960	02-02-1958	08-04-1996	21-01-1975
Date of Appointment	30-03-2003	14-11-1995	30-03-2003	29-07-2014
Qualification	B.Com, FCS, ACIS (London), ACMA	Commerce Graduate	Commerce Graduate	Commerce Graduate
Expertise in specific functional areas	Corporate Laws & Finance	Management & Administration	Administration	Accounts and Administration
List of Public Limited Companies in which Directorships held	Prism Finance Ltd. Gujarat Craft Industries Ltd.; Som Shiva Impex Ltd.	APA Finance Ltd. Indian Agrotech Ltd. Gujarat Craft Industries Ltd.	NIL	NIL
List of Private Limited Companies in which Directorships held	Innovate Derivatives Pvt. Ltd. Innovate Securities Pvt. Ltd. Samurai Holdings Pvt. Ltd.	Woodlands Consultancy Services Pvt. Ltd. Flora Commerce Pvt. Ltd. Technomod Properties Pvt.Ltd. Rishabh Business Pvt. Ltd.; Ethnic Apparels Pvt. Ltd.; Worldwide Impex Pvt. Ltd.; Castle Housing Development Pvt. Ltd.; Bosco Chemtex Pvt. Ltd.	Rishabhi Trafemfex Pvt. Ltd. Bosco Chemtex Pvt. Ltd. Bosco Commerce Pvt. Ltd. Worldwide Impex Pvt. Ltd. Technomod Properties Pvt.Ltd. Woodlands Consultancy Services Pvt. Ltd.	NIL
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee, Nomination & Remuneration Committee; and Stakeholders' Relationship Committee	Stakeholders' Relationship Committee	Audit Committee and Nomination & Remuneration Committee	Audit Committee, Nomination & Remuneration Committee
Chairman/Member of the Committees of Directors of other companies.	Prism Finance Limited Gujarat Craft Industries Limited Som Shiva (Impex) Ltd.	NIL	NIL	NIL
Shareholding in the Company	NIL	93,100 Equity Shares	2,75,400 Equity Shares	NIL

c) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2013 to 31st March, 2014 was held on 10-05-2013; 14-08-2013; 03-09-2013; 12-11-2013 and 13-02-2014.

3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors as on date of the Report:

Name of the Directors	Expertise	Functions of the Committee	Attendance
Mr. Kashyap R. Mehta Chairman	All members are Non-executive. Chairman is independent Director and majority are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	Majority of members were present at the meeting held on 10-05-2013; 03-09-2013; 12-11-2013 and 13-02-2014.
Ms. Sushma A. Chhajjer			
Mr. Manish J. Joshi			

4. NOMINATION AND REMUNERATION COMMITTEE:

The Board Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director and Key Managerial Personnel. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.

The Committee comprises the following Directors as members:

1. Mr. Kashyap R. Mehta - Chairman
2. Ms. Sushma A. Chhajjer - Member
3. Mr. Manish J. Joshi - Member

The meeting of the committee was held on 29-07-2014.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective redressal of the complaints of the stakeholders such as Dematerialisation, Share Transfer, Non receipt of Balance Sheet etc.

Mr. Kashyap R. Mehta and Mr. Ashok Chhajjer, Directors are the Members of the Committee.

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2014.

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2010-11	30-09-2011	3.00 p.m.	35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 80 009.
2011-12	29-09-2012	3.00 p.m.	
2012-13	30-09-2013	3.00 p.m.	

No Special Resolution was passed during the last three AGMs and no Resolution was passed through Postal Ballot during the year under review.

7. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b) There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) Code of Conduct:
The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- d) Prohibition of Insider Trading:
In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

TYPHOON FINANCIAL SERVICES LIMITED

8. MEANS OF COMMUNICATIONS:

In compliance with the requirements of the Listing Agreement, the Company regularly intimates Unaudited/ Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are also displayed on Company's website www.typhoonfinancial.com.

During the year ended on 31st March, 2014, no presentations were made to Institutional Investors or analyst or any other enterprise.

Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION:

- a) Registered Office : 35, Omkar House, Near Swastik Cross Roads,
C. G. Road, Navrangpura, Ahmedabad 380 009
- b) Annual General Meeting : Day : Friday
Date : 26th September, 2014
Time : 4.00 p.m.
Venue : 35, Omkar House,
Near Swastik Cross Roads, C. G. Road,
Navrangpura, Ahmedabad 380 009
- c) Financial Calendar :
1st Quarter Results : Mid - August, 2014.
Half-yearly Results : Mid - November, 2014.
3rd Quarter Results : Mid - February, 2015.
Audited yearly Results : End - May, 2015.
- d) Book Closure Dates : From : Friday,
the 12th September, 2014
To : Friday,
the 26th September, 2014
(both days inclusive).
- e) Dividend Payment Date : N.A.
- f) Listing of Shares on Stock Exchanges : 1. **Calcutta Stock Exchange Limited**,
7, Lyons Range, Calcutta – 700 001.
2. **Ahmedabad Stock Exchange Limited**,
Kamdhenu Complex, 1st Floor,
Ambawadi,
Ahmedabad - 380 015.
The Company has paid the annual listing fees for
the financial year 2014-15 to both the Stock
Exchanges where its securities are listed.
- g) Stock Exchange Code :

Stock Exchange	Code
ASE	62023
CSE	10030281
- h) Registrar and Share Transfer Agents :

The Company has initiated certain steps to meet the requirements of SEBI Circular No. D&CC/FITTC/CIR 15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR 18/2003 dated 12th February, 2003, on appointment of common agency for share registry work. At present, the Company has its own in house Share Department at:

35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

Tel: (079) 2644 9515

Email: info@typhoonfinancial.com; info@gujaratcraft.com

- i) **Share Transfer System:**
The transfer of shares in physical form is processed and completed by the Company's own in-house Share Department within a period of 15 days from the date of receipt thereof.
The Company is in the process of making arrangements with NSDL/CDSL to enable shareholders to hold their holding in electronic form.

- j) **Distribution of Shareholding as on 31st March, 2014:**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	529	91.68	21600	0.72
501 to 1000	4	0.69	3200	0.11
1001 to 2000	18	3.12	36000	1.20
2001 to 3000	0	0.00	0	0.00
3001 to 4000	0	0.00	0	0.00
4001 to 5000	1	0.17	4800	0.16
5001 to 10000	5	0.87	43900	1.46
10001 & Above	20	3.47	2891100	96.35
Total	577	100.00	3000600	100.00

- k) **Category of Shareholders as on 31st March, 2014:**

Category	No. of Shares held	% of Shareholding
Promoters (Directors & Relatives)	2007800	66.91
Financial Institutions/Banks	---	---
Mutual Fund	---	---
Bodies Corporate	12620	0.42
Indian Public	980180	32.67
NRIs & CM	---	---
Grand Total	3000600	100.00

- l) **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:** The Company has not issued any GDRs/ADRs.

- m) **Stock Price Data:** : The shares of the Company are Listed at Ahmedabad Stock Exchange Limited and Calcutta Stock Exchange Limited and the trading of Securities are suspended hence, information on stock price data are not available.

- n) **Dematerialisation of Shares.** : The Company is in the process of making arrangements with NSDL/CDSL for Dematerialisation of Shares.

- 10. CEO/CFO Certification:** : The requisite certification from the Managing Director and Chief Financial Officer required to be given under clause 49 (V) was placed before the Board of Directors of the Company.

- 11. ADDRESS FOR CORRESPONDENCE:** For any assistance regarding share transfers, transactions, change of address or any other query relating to shares, shareholders may contact at Registered Office of the Company at:
35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.
Tel: (079) 2644 9515
Email: info@gujaratcraft.com; info@typhoonfinancial.com
Website: www.typhoonfinancial.com

Compliance Officer : Ms. Sushma Chhajer, Director

- 12. DECLARATION** : All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2014.

Registered Office:
35, Omkar House,
Near Swastik Cross Roads, C. G. Road, Navrangpura,
Ahmedabad 380 009.
Date: 29th July, 2014

For and on behalf of the Board,

Sushma Chhajer **Ashok Chhajer**
Director **Managing Director**

TYPHOON FINANCIAL SERVICES LIMITED

CERTIFICATE

To,
The Members of Typhoon Financial Services Limited.

We have examined the compliance of conditions of Corporate Governance by M/s Typhoon Financial Services Limited, for the year ended on 31st March, 2014 and also up to the date of this report as stipulated in Clause 49 of the Listing Agreement of the said Company with Ahmedabad Stock Exchange Limited and Calcutta Stock Exchange Limited.

We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2014 and also up to the date of this report and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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, 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 agreements.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Stakeholders' Grievance Committee, no investor grievance remaining unattended/ pending for more than 30 days.

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 KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

Place : Ahmedabad
Date : 29th July, 2014

KASHYAP R. MEHTA
PROPRIETOR
FCS NO.: 1821
COP NO.: 2052

FORM

[See Rule 3 of the Companies (Compliance Certificate) Rules, 2001]

COMPLIANCE CERTIFICATE

To,
The Members,
Typhoon Financial Services Limited
35, Omkar House,
Near Swastik Cross Roads, C.G. Road,
Ahmedabad - 380 009.

We have examined the registers, records, books and papers of M/s. Typhoon Financial Services Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. 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 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, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is Public limited company with its equity shares listed on Ahmedabad Stock Exchange Limited and Calcutta Stock Exchange Limited.
4. The Board of Directors duly met five times on 10th May, 2013, 14th August, 2013, 3rd September, 2013, 12th November, 2013 and 13th February, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. The Company has not passed any circular resolution during the year.
5. The Company closed its Register of Members from 27th September, 2013 to 30th September, 2013 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30th September, 2013 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. The Company has not held any Extraordinary General Meeting during the year under review.
8. The Company has not advanced loan to its directors and/or persons or firms or companies referred in the Section 295 of the Companies Act, 1956 and/or Section 185 of the Companies Act, 2013 as may be applicable.
9. The Company has not entered into any contract with related parties requiring approval of the Central Government within the provisions of Section 297 of the Act.
10. The Company has generally made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act during the year under review, the Company has not obtained any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Company has not issued duplicate share certificates during the financial year under review.
13. The Company has:
 - a. not delivered any Share Certificates as there were no allotment during the financial year under review. The Company has delivered all the Certificates on lodgement thereof for transfer/transmission of Share or any other purpose in accordance with the provisions of the Act during the financial year under review.
 - b. not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - c. not posted any warrants to any members of the company as no dividend was declared during the financial year.

TYPHOON FINANCIAL SERVICES LIMITED

- d. not transferred the 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 7 (seven) years to Investor Education and Protection Fund as there were no such amounts.
- e. duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of directors, additional director or director to fill casual vacancy during the financial year.
15. The Company has not made appointment/reappointment of Executive Director/Whole Time Director during the year.
16. The Company has not appointed any sole selling agent during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made 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. The Company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted or invited any deposit including unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the year and hence no comments are offered for the same.
24. The amounts borrowed by the Company from directors, financial institutions, banks and/or others during the financial year ending 31st March, 2014 are within the borrowing limits prescribed under section 293(1)(d) of the Companies Act, 1956 and/or Section 180(1)(c) of the Companies Act, 2013 as may be applicable.
25. During the year the Company has not made any loans or made investment or given guarantee or provided securities to other body corporate.
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 Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There has not been any prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and there was no fines and penalties or any other punishment imposed on the Company in such cases.
32. The Company has not received any amount as security from its employees during the year under certification and hence the question of deposit of the same as per provisions of Section 417(1) of the Act does not arise.
33. The company is not liable to contribute to Provident Fund as there is no employee of the Company.

For KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

Place : Ahmedabad
Date : 29th July, 2014

KASHYAP R. MEHTA
PROPRIETOR
FCS NO.: 1821
COP NO.: 2052

LIST OF REGISTERS AS MAINTAINED BY THE COMPANY:

1. Register of charges under section 143
2. Register of members under Section 150
3. Index of Members under section 151
4. Minutes book of General Meeting under section 193
5. Minutes book of Board meeting under section 193
6. Minutes books of Committee meetings under section 193
7. Books of Accounts under section 209
8. Register of contracts under section 301
9. Register of general notice of directors under section 301(3)
10. Register of Directors etc. under section 303
11. Register of Directors' shareholding under section 307
12. Register of Intercorporate Loans etc. under section 372A
13. Register of renewed and duplicate certificates under Rules 7 of the Companies (Issue of Share Certificates) Rules, 1960

Annexure – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during/relating to the financial year ending on 31st March, 2014:

Sr. No.	Form No.	Under section	Purpose	Date of filing	Whether filed within time?
1.	23AC & 23ACA	220	Balance Sheet as on 31 st March, 2013 and Statement of Profit & Loss for the year ended 31 st March, 2013 along with all notes and attachments	30-10-2013	Yes
2.	23	192	Resolution under Section 293(1)(a) & 293(1)(d)	30-10-2013	Yes
3.	66	383A	Compliance Certificate for the Financial Year ended 31 st March, 2013.	30-10-2013	Yes
4.	20B	159	Annual Return made up to 30 th September, 2013	31-10-2013	Yes

For KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

Place : Ahmedabad
Date : 29th July, 2014

KASHYAP R. MEHTA
PROPRIETOR
FCS NO.: 1821
COP NO.: 2052

TYPHOON FINANCIAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of
Typhoon Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Typhoon Financials Services 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.

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.

Auditor's Responsibility

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

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

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

Basis for Qualified Opinion

Management has not valued the inventories at the lower of cost and net realisable value but has valued them at cost, which constitutes a departure from the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements 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 Profit and Loss Account, of the profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those;
 - 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 account;

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- d) *Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;*
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For VIRENDRA SURANA & CO.
Chartered Accountants
Firm's Registration No. 319179E

Place : Ahmedabad
Date : May 28, 2014

V. K. SURANA
Partner
Membership No. 054470

Annexure to Auditors' Report

The Annexure referred to in our report to the members of Typhoon Financial Services Limited ('the Company') for the year ended 31st March 2014. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The assets have been physically verified by the management during the year and there is a regular programme of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year, which would affect the going concern of the Company.
- (ii) (a) The inventory has been physically verified during the year by the management in our opinion the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) According to the information and explanations given to us the company has given interest free unsecured loans to 2 (two) parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the year was ` 44058810 and the year-end balance is ` 43851235.
- (b) As per information and explanation given to us, the rate of interest and other terms and conditions of loan granted by the Company are prima facie not prejudicial to the interest of the Company.
- (c) No specific terms of repayment of the above loans had been stipulated, but the same were stated to be repayable on demand.
- (d) As per the information and explanations given to us, *subject to (b) and (c) above*, there are no overdue amounts.
- (e) According to the information and explanations given to us the company has not taken any loan, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and as such clauses iii(e) to iii(g) are not applicable.
- (iv) In our opinion and accordance to the information and explanation given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) In respect of contracts or arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
- (a) The particulars of contracts or arrangements referred to Section 301 that were needed to be entered in the Register maintained under the said Section have been so entered.

TYPHOON FINANCIAL SERVICES LIMITED

- (b) Where the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of ₹ 500000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
- (vi) The company has not accepted deposit from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records u/s 209(1)(d) of the Companies Act, 1956 for the products of the company.
- (ix) (a) The Company is generally 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 other material statutory dues applicable to it with the appropriate authorities.
(b) According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, sales tax, service tax, custom duty, cess and excise duty outstanding as at 31st March, 2014, which are outstanding for a period of more than six months from the date they became payable.
(c) According to the information and explanation given to us, there are no dues outstanding of sales tax, income tax, service tax, custom duty, wealth tax, excise duty and cess on account of any dispute.
- (x) The Company doesn't have any accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debentures holders.
- (xii) According to the information and explanation given to us, and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/societies. Therefore, the provisions of clause (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion the company deals in shares, securities, debentures and other investment for which proper records have been maintained of the transaction and contracts and also timely entries have been made therein as such shares, debentures and the other investments have been held by the company in its own name.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by its associates or subsidiaries from bank or financial institutions.
- (xvi) There are no term loans outstanding as at the end of the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The company has not made any preferential allotment of shares or parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money through a public issue during the year.
- xxi) Based on information and explanation furnished by the management, which have been relied upon by us, there were no fraud on or by the Company noticed or reported during the year.

For VIRENDRA SURANA & CO.

Chartered Accountants
Firm's Registration No. 319179E

V. K. SURANA

Partner

Membership No. 054470

Place : Ahmedabad
Date : May 28, 2014

ANNUAL REPORT 2013-14

BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No.	As at March 31, 2014	As at March 31, 2013
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	3	30006000	29879500
Reserves and Surplus	4	<u>778821</u>	<u>711240</u>
		30784821	30590740
Non-current liabilities			
Deferred Tax Liabilities (Net)	5	10827	30275
Current liabilities			
Short-term Borrowings	6	71140000	51500000
Other Current Liabilities	7	76920	47984
Short-term Provisions	8	<u>196891</u>	<u>204683</u>
TOTAL		<u>102209459</u>	<u>82373682</u>
II. ASSETS			
Non-current assets			
Fixed Assets	9		
(i) Tangible Assets		329921	444810
Non-current Investments	10	43570700	22680700
Long-term Loans and Advances	11	<u>21750</u>	<u>21750</u>
		43922371	23147260
Current assets			
Inventories	12	1726785	1726785
Trade Receivables	13	-	4412000
Cash and Cash Equivalents	14	406438	1975487
Short-term Loans and Advances	15	<u>56153865</u>	<u>51112150</u>
TOTAL		<u>102209459</u>	<u>82373682</u>
Significant accounting policies	1		
Notes forming part of the Financial Statements	1 - 24		

The notes referred to above form an integral part of these accounts.

In terms of our report of the even date annexed hereto:

For VIRENDRA SURANA & CO.

Chartered Accountants

Firm's Registration No. 319179E

For and on behalf of the Board of Directors

V. K. Surana

Partner

Membership No. 054470

Ashok Chhajer

Director

Sushma Chhajer

Director

Place : Ahmedabad

Date : May 28, 2014

Place : Ahmedabad

Date : May 28, 2014

TYPHOON FINANCIAL SERVICES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

	Note No.	Year ended March 31, 2014	Year ended March 31, 2013
Revenue from Operations	16	308250	383125
Total Revenue		308250	383125
Expenses:			
Changes in Inventories Finished Goods, Work in Progress and Stock in Trade	17	-	-
Depreciation Expense	9	114889	114889
Other Expenses	18	66500	69866
Provision for contingencies		11471	126772
Total Expenses		192860	311527
Profit before tax		115390	71598
Tax Expense:			
Current Tax		58648	77911
Deferred Tax Expense/(Benefit)		(19448)	(16615)
Earlier year taxes		8609	68778
Profit after tax for the year		67581	2820
Earnings per Equity Share:- Basic & Diluted	19	0.02	0.00
Weighted average number of Equity Shares (face value of ` 10 each)		3000600	3000600
Significant accounting policies	1		
Notes forming part of the Financial Statements	1 - 24		

The notes referred to above form an integral part of these accounts.

In terms of our report of the even date annexed hereto:

For VIRENDRA SURANA & CO.

Chartered Accountants

Firm's Registration No. 319179E

V. K. Surana

Partner

Membership No. 054470

Place : Ahmedabad

Date : May 28, 2014

For and on behalf of the Board of Directors

Ashok Chhajer

Director

Sushma Chhajer

Director

Place : Ahmedabad

Date : May 28, 2014

ANNUAL REPORT 2013-14

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

	As at March 31, 2014	As at March 31, 2013
I. Cash flow from Operating Activities		
Net Profit / (Loss) before Tax	115390	71598
Add: Adjustments for:		
Provision for contingencies	11471	126772
Depreciation	114889	114889
Profit/(Loss) on sale of investments	-	(183125)
Cash flow before working capital changes	241750	130134
Adjustment for Working capital Changes:		
Trade Receivables	4412000	(412000)
Loans & Advances	(4588305)	2961730
Other Liabilities	28936	1345
Cash flow from operating activities before taxes paid	94381	2681209
Taxes Paid	(539930)	(75190)
Cash flow from Operating Activities	(445549)	2606019
II. Cash flow from Investing Activities		
Sale/(Purchase) of Non-current Investments	(20890000)	(5216875)
Cash flow from Investing Activities	(20890000)	(5216875)
III. Cash flow from Financing Activities		
Receipt of Call Money in arrears	126500	-
Borrowings made/(repaid), net	19640000	(300000)
Cash flow from Financing Activities	19766500	(300000)
Net Increase / (Decrease) in Cash flow (I + II + III)	(1569049)	(2910856)
Opening Cash / Cash Equivalents	1975487	4886343
Closing Cash / Cash Equivalents	406438	1975487
Significant accounting policies	1	
Notes forming part of the Financial Statements	1 - 24	

In terms of our report of the even date annexed hereto:

For VIRENDRA SURANA & CO.

Chartered Accountants

Firm's Registration No. 319179E

V. K. Surana

Partner

Membership No. 054470

Place : Ahmedabad

Date : May 28, 2014

For and on behalf of the Board of Directors

Ashok Chhajer

Director

Sushma Chhajer

Director

Place : Ahmedabad

Date : May 28, 2014

TYPHOON FINANCIAL SERVICES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. Significant accounting policies

- a. **Basis of preparation** : The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.
- b. **Use of estimates** : The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.
- c. **Tangible fixed assets** : Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- d. **Depreciation on tangible fixed assets** : Depreciation on fixed assets is calculated on a straight-line basis using the rates as prescribed under the Schedule XIV to the Companies Act, 1956.
- e. **Advances** : Advances are classified under four categories i.e., (i) standard assets, (ii) sub-standard assets, (iii) doubtful assets, (iv) Loss assets in accordance with the RBI guidelines. Provisions on standard assets is made as stipulated in RBI guidelines.
- f. **Impairment of assets** : Carrying amount of assets is reviewed at Balance Sheet date, if there is indication of impairment, based on the internal and external factors. The assets are treated as impaired when the carrying amount of asset exceeds its recoverable amount. An impairment loss, if any, is charged to Profit and Loss account in the year in which the asset is identified as impaired. Reversal of impairment loss recognized in prior year, is recorded when there is an indication that impairment loss recognized for the assets no longer exists or has decreased.
- g. **Investments** : Long-term investments are carried at cost.
- h. **Inventories** : Inventories are valued at cost.
- i. **Revenue recognition** : Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- Interest
Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
- j. **Retirement and other employee benefits**
All employee benefits are in short term in nature and are expensed as and when they accrues.
- k. **Income taxes**
Income taxes comprise current tax, deferred tax and earlier year tax. Current taxes are accrued for on the basis of tax payable to tax authorities in accordance with The Income Tax Act 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.
- l. **Earnings per share**
Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- m. **Provisions**
A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.
- n. **Contingent liabilities**
The company does not recognize a contingent liability but discloses its existence in the financial statements.

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Particulars	March 31, 2014	March 31, 2013
3. Share Capital		
Authorised :		
3250000 (previous year 3250000) equity shares of ` 10/- each	32500000	32500000
	32500000	32500000
Issued, Subscribed and Paid up:		
3000600 (previous year 3000600) equity shares of ` 10/- each, fully paid up	30006000	30006000
Less: Allotment money in arrears	0	(126500)
	30006000	29879500
a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.		
	March 31, 2014	March 31, 2013
Equity shares	No.	No.
Opening balance	3000600	30006000
Closing balance	3000600	30006000
b. Terms/rights attached to equity shares		
The company has only one class of shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential allotments. The distribution will be in proportion to the number of equity shares held by the shareholders.		
c. Details of shareholders holding more than 5% shares in the Company		
	March 31, 2014	March 31, 2013
	No.	No.
	%	%
Woodland Consultancy Services Pvt. Ltd.	290000	290000
Decent Fabrics Pvt . Ltd	250000	250000
Castle Housing Development Pvt. Ltd.	257000	257000
Rishabh Business Pvt. Ltd.	275000	275000
Bosco Chemtex Pvt. Ltd.	213600	213600
Technomod Properties Pvt. Lt.d	226700	226700
Atmaram Singhania	395700	395700
Sushma Chhajjer	275400	275400
As per records of the Company, including its register of shareholder/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.		
	March 31, 2014	March 31, 2013
4. Reserves and Surplus		
NBFC Reserve (As per RBI Guidelines)		
Opening Balance	54426	53862
Add: Transferred from Surplus	13516	564
Closing Balance	67942	54426
Surplus		
Opening balance	656814	654558
Add: Profit for the year	67581	2820
	724395	657378
Less : Appropriations		
NBFC Reserve (As per RBI Guidelines)	13516	564
Closing Balance	710879	656814
	778821	711240
5. Deferred Tax Liabilities (Net)		
Depreciation on fixed assets	10827	30275
	10827	30275

TYPHOON FINANCIAL SERVICES LIMITED

March 31, 2014 March 31, 2013

6. Short-term Borrowings		
<u>Unsecured</u>		
Other loans and advances	71140000	51500000
	71140000	51500000
7. Other Current Liabilities		
Liabilities for expenses	76920	47984
	76920	47984
8. Short-term Provisions		
Current income taxes (net)	58648	77911
Provision for contingencies	138243	126772
	196891	204683

9. Fixed Assets

Description	Gross Block			Accumulated Depreciation			Net Block	
	As at April 1, 2013	Additions (Deletions)/ Adjustments	As at March 31, 2014	As at April 1, 2013	For (Deletions)/ the Adjustments year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
(i) TANGIBLE ASSETS								
Building	129000	-	129000	42323	4309	46632	82368	86677
Computer Equipment	33526	-	33526	33526	-	33526	-	-
Furniture and Fixtures	12076	-	12076	12076	-	12076	-	-
Vehicles	1164004	-	1164004	805871	110580	916451	247553	358133
Total	1338606	-	1338606	893796	114889	1008685	329921	444810
<i>Previous Year</i>	<i>1338606</i>	<i>-</i>	<i>1338606</i>	<i>778907</i>	<i>114889</i>	<i>-</i>	<i>444810</i>	<i>559699</i>

March 31, 2014

March 31, 2013

No. of Shares

No. of Shares

10. Non-current Investments

OTHER INVESTMENTS

(a) Fully paid equity shares (Quoted) of ` 10 each

Gujarat Craft Industries Ltd.	110000	2970000	50000	1350000
		2970000		1350000

(b) Fully paid equity shares (Unquoted) of ` 10 each

Sigma Polyfims Pvt. Ltd.	900	900	900	900
Bosco Chemicals Pvt. Ltd.	900	900	900	900
APA Finance Ltd.	92000	92000	92000	92000
Decent Fabrics Pvt. Ltd.	19000	19000	19000	19000
Woodland Consultancy Service Pvt. Ltd.	9900	9900	9900	9900
		122700		122700

(c) Other Investments

Debts purchased	38048000		17158000	
Equity share warrants	2430000		4050000	
	40478000		21208000	
	43570700		22680700	

Note

Market value of quoted investment	897600	446500
Book value of quoted investment	2970000	1350000
Book value of unquoted investments	40600700	21330700

March 31, 2014 March 31, 2013

11. Long-term Loans and Advances

Unsecured, considered good

Deposits	21750	21750
	21750	21750

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	March 31, 2014	March 31, 2013
12. Inventories		
Stock in Trade of shares	1726785	1726785
	<u>1726785</u>	<u>1726785</u>
13. Trade Receivables		
<u>Unsecured, considered good</u>		
Less than six months	-	412000
More than six months	-	4000000
	-	<u>4412000</u>
14. Cash and Cash Equivalents		
Balances with banks		1712023
In current accounts	20430	
Cash on hand	386008	263464
	<u>406438</u>	<u>1975487</u>
15. Short-term Loans and Advances		
<u>Unsecured, Considered good</u>		
Advance tax	807913	385328
Tax deducted at sources	48825	18000
Loans and advances to related parties	43851235	42213810
Other loans and advances	11445892	8495012
	<u>56153865</u>	<u>51112150</u>
16. Revenue from Operations		
Consultancy Income	-	20000
Commission Income	-	180000
Profit/(Loss) on Sale of Investments (net)	-	183125
Interest Income	308250	-
	<u>308250</u>	<u>383125</u>
17. Changes in Inventories Finished Goods, Work in Progress and Stock in Trade		
<u>Stock in trade</u>		
Opening Stock of shares	1726785	1726785
Closing Stock of shares	1726785	1726785
	-	-
18. Other Expenses		
Legal and professional fees	29820	14484
Vehicle repairs and running expenses	-	18158
Filing fees	2000	1500
Insurance	11555	12698
Bank charges	4199	5391
<u>Payment to auditors:</u>		
Statutory audit	16854	16854
Miscellaneous expenses	2072	781
	<u>66500</u>	<u>69866</u>
19. Earning per Share (EPS)		
Net profit/(loss) after tax attributable to equity shareholders (in `)	67581	2820
Weighted average no. of equity shares outstanding	3000600	3000600
Basic & Diluted earning per share of ` 10/- each	0.02	0.00
20. Segment Information		
As the company's business activity falls within a single primary business segment the disclosure requirement of AS 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India is not applicable		
21. Related Party Disclosures		
<u>Names of related parties and related parties relationship</u>		
Related parties where control exists		

TYPHOON FINANCIAL SERVICES LIMITED

Key Management Personnel
Ashok Ratanchand Chhajer
Sushma Chhajer
Kashyap Rajendrabhai Mehta

Enterprises owned or significantly influenced by Key Management Personnel
Gujarat Craft Industries Ltd.
Woodland Consultancy Service Pvt. Ltd.

Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year :

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Transaction during the year		
<u>Enterprises owned or significantly influenced by Key Management Personnel</u>		
Interest Income	308250	-
Outstanding balance		
<u>Enterprises owned or significantly influenced by Key Management Personnel</u>		
Loans and advances given (net)	43851235	42213810
22. Contingent Liabilities		
Income tax demand for AY 2008-09 (See note below)	807913	672585
	<u>807913</u>	<u>672585</u>

Note:

The Company has paid ` 807913.00 (*previous year` 385328.00*) towards the above income tax demand and shown the amount under short term loans and advances.

23. Particulars as per RBI Notification

Particulars as required to be furnished by a non-deposit taking Non-Banking Financial Companies as required in terms of para 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007) vide notification no. DNBS. 192 / DG (VL)-2007 dated February 22, 2007, issued by the RBI is given in Annexure – I attached hereto.

24. Previous Year Figures

The company has reclassified previous year figures to conform to this year's classification.

In terms of our report of the even date annexed hereto:

For VIRENDRA SURANA & CO.

Chartered Accountants
Firm's Registration No. 319179E

V. K. Surana

Partner
Membership No. 054470

Place : Ahmedabad
Date : May 28, 2014

For and on behalf of the Board of Directors

Ashok Chhajer
Director

Sushma Chhajer
Director

Place : Ahmedabad
Date : May 28, 2014

ANNUAL REPORT 2013-14

ANNEXURE-I

Annexure to the Balance Sheet as on March 31, 2014

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

(` in lakhs)

Particulars		Amount Outstanding	Amount Overdue
Liabilities side :			
(1)	Loans and advances availed by the NBFCs 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 borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Other Loans (repayable on demand)	711.40	-
	* Please see Note 1 below		
Assets side :			
			Amount Outstanding
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :		
	(a) Secured		-
	(b) Unsecured		553.19
(3)	Break up of Leased Assets and stock on hire and hypothecation loans 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 :		
	<u>Current Investments :</u>		
	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 (Please specify)		-
	<u>Long Term Investments :</u>		
	1. Quoted :		
	(i) Shares : (a) Equity		29.70
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-

TYPHOON FINANCIAL SERVICES LIMITED

2.	Unquoted :	
	(i) Shares : (a) Equity	1.23
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (Please specify) - Share Warrants & Debts Purchased	404.78
(5)	Borrower group-wise classification of all assets financed as in (2) and (3) above:	
	Please see Note 2 below	

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	438.51	438.51
2. Other than related parties	-	114.68	114.68
Total	-	553.19	553.19

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

Please see note 3 below

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other related parties	33.38	54.10
2. Other than related parties	381.61	381.61
Total	414.99	435.71

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

(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:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

TYPHOON FINANCIAL SERVICES LIMITED

CIN : L65923GJ1990PLC014790

Registered Office:

35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

Email: info@typhoonfinancial.com ; info@gujaratcraft.com Website: www.typhoonfinancial.com

FORM MGT-11

PROXY FORM

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

Name of the member (s):
Registered Address:
Email Id:
Folio No./ DPID-Client ID:

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

- Name:
Address:
Email Id: Signature: or failing him
- Name:
Address:
Email Id: Signature:

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the 24th Annual General Meeting of the Company, to be held on Friday, the 26th September, 2014 at 4.00 p.m. at the Registered Office of the Company at, 35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.		
2	Re-Appointment of Ms. Sushma A. Chhajer, liable to retire by rotation and being eligible, offers herself for re-appointment		
3	Appointment of Statutory Auditors of the Company		
Special Business			
4	Appointment of Mr. Manish J. Joshi as an Independent Director of the Company.		
5	Appointment of that Mr. Kashyap R. Mehta as an Independent Director of the Company.		
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013		
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013		
8	Special Resolution for elevation of Mr. Ashok Chhajer as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013		

Signed this day of 2014

Signature of Shareholder

Signature of Proxy holder(s) (1) (2)

Affix Revenue Stamp



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

TYPHOON FINANCIAL SERVICES LIMITED

CIN : L65923GJ1990PLC014790

Registered Office:

35, Omkar House, Near Swastik Cross Roads, C. G. Road, Navrangpura, Ahmedabad 380 009.

Email: info@typhoonfinancial.com ; info@gujaratcraft.com **Website:** www.typhoonfinancial.com

FORM MGT-12

BALLOT FORM**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING)**

1	Name and address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our vote(s) in respect of the Ordinary & Special resolutions set out in the Notice of 24 th Annual General Meeting (AGM) of the Company to be held on Friday, 26 th September, 2014, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2	Re-Appointment of Ms. Sushma A. Chhajer, liable to retire by rotation and being eligible, offers herself for re-appointment			
3	Appointment of Statutory Auditors of the Company			
Special Business				
4	Appointment of Mr. Manish J. Joshi as an Independent Director of the Company.			
5	Appointment of that Mr. Kashyap R. Mehta as an Independent Director of the Company.			
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013			
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013			
8	Special Resolution for elevation of Mr. Ashok Chhajer as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013			

Place :

Date :

(Signature of the Shareholder/Proxy)

Note: This Ballot is to be used for exercising voting at the time of 24th Annual General Meeting to be held on Friday, the 26th September, 2014 by shareholders/proxy, if poll so demanded. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.



If undelivered, please return to :

Typhoon Financial Services Limited

Regd. Office : 35, Omkar House,
Near Swastik Cross Roads,
C.G. Road, Navrangpura,
Ahmedabad 380 009.

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