

Euro Finmart Limited



20th Annual Report 2008-2009



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Kumar Maheshwari
Mr. Ashvarya Kumar Maheshwari
Mr. Rajbir Singh Makhni
Mr. Mahabir Parshad Gupta

Chairman
Managing Director
Director
Director

COMPLIANCE OFFICER

Heena Jain
Company Secretary

AUDITORS

M/s Krishan K. Gupta & Company
Chartered Accountants

BANKERS

Central Bank
Vijaya Bank
Bank of Baroda

REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Limited
Registrar & Share Transfer Agents

REGISTERED OFFICE

291, Anarkali Complex, Jhandewalan Extension,
New Delhi-110055

EURO FINMART LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EURO FINMART LIMITED WILL BE HELD ON THURSDAY, THE 20TH DAY OF AUGUST, 2009, AT 10:00 A.M AT 291, ANARKALI COMPLEX, JHANDEWALAN EXTENSION, NEW DELHI-110055 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2009, Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Rajbir Singh Makhni who retires by rotation at this meeting and being eligible, offer himself for re-appointment.
3. To appoint auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration as may be decide by the Board.

SPECIAL BUSINESS

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

“RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (including any statutory amendment(s) modification(s) and/or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot **13,20,000 (Thirteen lakh twenty thousand)** shares/Fully Convertible Warrants , to be convertible at the option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equal number of fully paid up Equity Share of the Company of face value of Rs.10/- (Rupees Ten) each for cash at an exercise price of Rs 10/- (Rupees Ten) and to issue fresh Equity Shares on the conversion of the Warrants on such further terms and conditions as may be finalized by the Board of Directors to following persons not belonging to Promoters or Promoter group and who do not hold any equity shares in the Company :

Sr. No.	Name of Person	No. of Warrants	Category
1.	Ashok Khandelwal	3,60,000	Non Promoter
2.	Rekha Khandelwal	3,60,000	Non Promoter
3.	Shashikant Damodar khandelwal	2,00,000	Non Promoter
4.	Sunita Khandelwal	2,00,000	Non Promoter
5.	Mridul Khandelwal	2,00,000	Non Promoter
	Total	13,20,000	

FURTHER RESOLVED THAT the amount to be paid on the share/warrants at the time of allotment shall be not less than 25% of the exercise price and the rights attached to them and other terms and conditions of the share/warrants will be as decided by the Board of Directors in accordance with SEBI Guidelines and other provisions of the applicable laws.

FURTHER RESOLVED THAT the warrant holder shall have the option of applying for and being allotted equity shares of the company of face value of Rs.10 each by paying the balance subscription price after adjustment of the upfront payment made on the date of allotment of the warrants.

FURTHER RESOLVED THAT the relevant date for the purpose of calculating the exercise price for the Warrants under Chapter XIII of SEBI Guidelines is 20.07.2009 i.e 30 days prior to the date of Annual General meeting.

FURTHER RESOLVED THAT the fresh equity shares allotted on conversion of warrants shall rank pari passu in all respects with the existing Equity Shares of the Company

FURTHER RESOLVED THAT the shares/warrants and Equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Guidelines except to the extent and in the manner permitted there under.

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FURTHER RESOLVED THAT for the purpose of issue and allotment of the Warrants and equity shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

**By Order of the Board of Directors
For Euro Finmart Limited**

**-sd/-
Heena Jain
Company Secretary**

**Place : New Delhi
Date : 20.07.2009**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Businesses setting out details relating to the Special Business under item of 4 is enclosed hereto.
3. All documents referred to in the notice are open for inspection at the Registered Office of the Company between working hours on all working days upto the date of Annual General Meeting.
4. The Register of Members and the Share Transfer books of the Company will remain closed on 13th August 2009 to 20th August 2009 (both days Inclusive) for the purpose of Annual General Meeting.
5. Members/proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.
6. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled vote.
7. The communication address of our Registrar and Share Transfer Agent (RTA) is ALANKIT Assignments Limited having its office at 2E/ 21, Alankit House, Jhandewalan Extension, New Delhi-110055
8. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.1 – Issue of 13,20,000 shares/ fully convertible warrants to Non-Promoters.

The shareholders of the company has approved the allotment of 4913000 convertible warrants to various entities belonged to non-promoter group on 26th may 2009 which was declared through postal ballot. Out of which 5 entities to whom 1320000 warrants have to be allotted has denied accepting the terms and conditions imposed by the exchange. Now the board has decided to allot 13,20,000 warrants to other entities belong to non-promoter group i.e. Ashok Khandelwal, Rekha Khandelwal, Shashikant Damodar Khandelwal, Sunita Khandelwal & Mridul Khandelwal.

The warrant holder shall pay at least Rs. 2.50/- being the 25% of the exercised price in respect of the equity shares that may be allotted upon conversion of the warrants determined in accordance with the SEBI Guidelines, on the date of allotment of warrants. The warrant holder has the option to apply for and be allotted equity shares of the company of face value of Rs.10/- each, by paying the balance subscription price after adjusting the upfront payment made on the date of allotment of warrants at any time before the expiry of 18 months from the date of allotment of warrants. The company reserves the right to forfeit the amount paid at the time of allotment as per clause 13.1.2.3(c) of SEBI

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guidelines in case of failure by the warrant holder to apply for and be allotted equity shares of the company by paying the balance subscription price after adjusting the upfront payment made before the expiry of the specified period of 18 months.

The required information as per the provisions of the SEBI's Guidelines is given below:

A. Objects of the issue:

The object of this issue is to raise further equity capital and to meet the shortcoming of unsubscribe preferential issue of convertible warrants.

B. Issue price and relevant date:

The scrip of the company is not traded at the BSE and DSE where the company is listed. Therefore the issue price of the proposed Warrants is Rs. 10/- each, which is more than the minimum price as determined in accordance with the guidelines for pricing of the preferential issue under Chapter XIII of Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and Reg. 20(5) of the SEBI (SAST) Regulations, 1997.

The relevant date on the basis of which the price of the issue of shares has been calculated is 20.07.2009 i.e. 30 days prior to the date of the Annual General Meeting.

C. Intention of the Promoters / Directors to subscribe to this offer

None of the Promoters and Directors are subscribing to this issue.

D. Shareholding Pattern of the Company before and after the issue:

Type of Shareholders	Pre issue shareholding		preferential issue	Post issue shareholding (after conversion of warrants-1)		Post issue shareholding (after conversion of warrants-2)	
	No. of Shares held	% of Shares		No. of Shares held	% of Shares	No. of Shares held	% of Shares
Promoter & Promoter Group							
(1) Indian							
(a) Individuals /HUF	21,286	39.63	---	21,286	0.58	21,286	0.42
(b) Central Govt. / State Govt.	---	0.00	---	---	0.00	---	0.00
(c) Bodies Corporate	0	0.00	0	0	0.00	0	0.00
(d) Financial Institution/Banks	0	0.00	0	0	0.00	0	0.00
(e) Any other (Specify)	0	0.00	0	0	0.00	0	0.00
Sub Total (A) (1)	21,286	39.63	---	21,286	0.58	21,286	0.42
(2) Foreign							
(a) Individual (NRIs/ Foreign Individual)	444	0.82	---	444	0.01	444	0.00
(b) Bodies Corporate	---	0	---	---	0.00	---	---
(c) Institutions	---	0	---	---	0.00	---	---
(d) Any others (Specify)	---	0	---	---	0.00	---	---
Sub Total (A) (2)	444	0.82	---	444	0.01	444	0.00
Total shareholding of promoter & promoter group (A)=(A)(1)+(A) (2)	21,730	40.46	---	21,730	0.59	21730	0.43
Institutions	290	0.54	---	290	0.00	290	0.00
Non-Institutions							
(a) Bodies Corporate	896	1.66	---	1,050,896	28.81	1,050,896	21.15
(b) i. Individual holding nominal share capital <Rs. 1 Lacs>	26,526	49.39	---	26,526	0.72	26,526	0.53
ii. Individual holding nominal share capital > Rs. 1 Lacs	0	0.00	---	2,543,000	69.73	3,863,000	77.77
(c) Any other							
i. NRI	4,050	7.54	---	4,050	0.11	4,050	0.08
ii. OCB	200	0.37	---	200	0.00	200	0.00
iii. Clearing Member	14	0.02	---	14	0.00	14	0.000
Total Public Shareholding (B)	31,976	59.53	---	3,624,686	99.39	4,944,686	99.55
TOTAL (A+B)	53,706	100	---	3,646,706	100	4,966,706	100

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E. Proposed time within which the allotment shall be completed

The Board proposes to allot the warrants and equity Shares within a period of 15 days from the date of passing of this resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

F. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		No. of Warrants	Post issue shareholding After conversion of warrants and allotment of Equity Shares
			No. of Share	%		No. of Shares
1.	Ashok Khandelwal	Non-promoter	0	0	3,60,000	3,60,000
2.	Rekha Khandelwal	Non-promoter	0	0	3,60,000	3,60,000
3.	ShashiKant Damodar Khandelwal	Non-promoter	0	0	2,00,000	2,00,000
4.	Sunita Khandelwal	Non-promoter	0	0	2,00,000	2,00,000
5.	Mridul Khandelwal	Non-promoter	0	0	2,00,000	2,00,000
	TOTAL				13,20,000	13,20,000

G. Consequential Changes in the Voting Rights :

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

H. Auditors' Certificate :

A Certificate from M/s. Krishan K. Gupta & Company, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (Disclosure and Investor Protection) Guidelines, 2000 shall be placed before the meeting of the shareholders.

I. Lock-in :

The 13,20,000 (Thirteen Lakh twenty thousand) shares/Fully Convertible Warrants allotted to persons mentioned as Non-Promoters above, shall be locked in for a period of 1 year from the date of allotment of shares/warrants and the equity shares which will arise upon conversion of warrants shall be locked in further for a period of 1 year from the date of such conversion.

J. Change in Management :

The issue of Equity shares will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

None of the Directors of the Company is in anyway concerned or interested in the resolution.

The Board of Directors recommends the resolution for the approval of the shareholders.

EURO FINMART LIMITED

DIRECTORS' REPORT

To
The Members,

Your directors take pleasure in presenting the 20th Annual Report and Audited Statement of Accounts of the Company for the period ended on 31st March 2009.

FINANCIAL RESULTS

The financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary.

Particulars	For the 9 months ended 31st March, 2009 (Rs.)	For the 15 Months ended 30th June, 2008 (Rs.)
Gross Income	28,49,881	1,00,45,347
Depreciation	1,51,445	2,52,412
Profit/Loss before depreciation & Tax	8,63,241	(1,59,97,962)
Provision for Taxation (Current & Deferred & FBT)	9,032	48,770
Profit/loss After Tax	854209	(15949192)
Transferred to General Reserve.	NIL	NIL

OPERATIONS

Due to capital restructuring and other events the business has ceased/Suspended during the financial year.

SHARE CAPITAL

The Authorized Share Capital remained the same during the period under review. However Paid up Capital of the company i.e. 26, 85,300 share of Rs 10 each was reduced 98 % by way of restructuring with the permission of Hon'ble High court during the period. Now the paid up capital of the company is Rs. 537,060 which are divided into 53706 equity shares of Rs. 10 each.

ALTERNATION OF OBJECTS CLAUSE

Due to change in scenario of economic activity in financial services, there is significant growth and huge opportunity available for future growth and business expansion. So your management has decided to focus on financial services as core activity of the business, for that purpose the Company has changed the main objects clause by alteration in MOA through Postal Ballot process and also complied with all applicable provisions and other formalities.

NAME CHANGE

Your directors wish to inform that due to the alternation in objects clause of the company, there is need to change the name of the company which must correspondence with the business activity, So the management of the your company has changed the name with effect from 26th May 2009 from 'EURO GOLD JEWELLERY LIMITED' to 'EURO FINMART LIMITED' after taking necessary approval in accordance the Companies Act, 1956 in Under Section 21 from Central Government and same intimate to respective stock exchanges.

PREFERENTIAL ALLOTMENT OF FULLY CONVERTIBLES WARRANTS

To increase the working capital of the company and also to enhance the financial strength in the business, the management had decided to issue of 49, 13,000 Fully convertibles warrants to the non promoters on preferential basis at the face value of Rs. 10/- which will be later convert into equity shares equivalent to number of warrants and as per norms prescribed by Securities and Exchange Board of India.

DIRECTORS

Mr. Rajbir Singh Makhni, Director of the Company being retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

PUBLIC DEPOSIT

Your company has never invited/accepted any deposit from the public with the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under during the period under review.

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AUDITORS

M/s Krishan K. Gupta & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment as the Auditors of the Company. You are requested to appoint auditors until the conclusion of next Annual General Meeting.

DIVIDEND

Your directors do not recommend any dividend.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF COMPANIES ACT, 1956

Pursuant to Section 217(2AA) of the Companies (Amendment Act), 2000, the Directors of your Company would like to inform the members that the Audited accounts for the financial period ended 31st March, 2009 are in full conformity with the requirement of the Companies Act 1956. The Directors further confirm that:

- i) in the preparation of the Annual Accounts, applicable accounting standards have been followed and proper explanation relating to material departures, if any, has been given.
- ii) the accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year.
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors have prepared the Annual Accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

The Directors hereby wish to place their appreciation for the efficient and loyal services rendered by the staff of the Company. The Company has not paid any remuneration attracting the provisions, of the Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Company Act, 1956. Hence, no information is required to be appended to this regard.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION, ADATATION AND INNOVATION

Since the Company does not own any manufacturing facility, the provision of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particular in the Report of Board of Directors) Rules 1988, are not applicable.

FOREIGN EXCHANGE EARNINGS & OUTGO

There is no Foreign Exchange earnings during the year however foreign Exchange Outflow during the year was Rs. 1, 26,566/- under review.

CORPORATE GOVERNANCE

The Company is proactive following the principles & practices of good corporate governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges are complied with.

A separate statement on Corporate Governance is produced as a part of the Annual Report with a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of Listing Agreement of the Stock exchanges.

ACKNOWLEDGEMENT

Your Board of Directors wishes their sincere thanks to Shareholders, Customers, Dealers, Bankers, Agencies and Business Associates who have extended their continued support.

On Behalf of the Board of Directors
For Euro Finmart Limited

-sd/-

Ashok Kumar Maheshwari
Chairman

Place : New Delhi
Date : 20.07.2009

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

Euro Finmart Limited (Previously Known as Euro Gold Jewellery Limited) believes in good corporate Governance, which results in corporate excellence by practicing and attaining maximum level of transparency, disclosure, accountability and equity in all interaction with its stakeholders. Corporate Governance envisages disclosure on various facets of the Company's operations to achieve corporate excellence.

2. BOARD OF DIRECTORS**COMPOSITION OF THE BOARD**

The Company is managed by well- qualified professionals. All directors including Non-Executive Directors are suitably qualified, experienced and competent. During the period under review Mr. Manoj Kumar Agrawal, Mr. Rakesh Kumar Agarwal and Mr. Vimal Jain has ceased from the directorship of the company. At present, the Board consists of **Four (4)** members comprising of executive & Independent Directors i.e. Mr. Ashok Kumar Maheshwari, Mr. Ashvarya Kumar Maheshwari, Mr. Mahabir Parshad Gupta & Mr. Rajbir Singh Makhni. The Independent Directors do not have any pecuniary relationships with the Company, promoters, management that may affect their judgment in any manner.

During the financial year under review **nine (9)** Board meetings were held on 14/04/2008, 01/05/2008, 30/06/2008, 21/07/2008, 30/10/2008, 01/01/2009, 14/01/2009, 31/01/2009 and 10/03/2009 and the attendance of each of the Director in the Board meetings is as follows:

S. No.	Name of the Director	Designation	No. of Board Meeting attended	Status of the Director
1	ASHVARYA KUMAR MAHESHWARI	Managing Director	8	Executive Director
2	ASHOK KUMAR MAHESHWARI	Chairman	8	Executive Chairman
3	RAKESH KUMAR AGGARWAL	Director	5	Independent Director
4	VIMAL JAIN	Director	5	Independent Director
5	RAJBIR SINGH MAKHNI	Director	7	Independent Director
6.	MAHABIR PARSHAD GUPTA	Director	7	Independent Director
7.	MANOJ KUMAR AGRAWAL	Director	1	Independent Director

3. AUDIT COMMITTEE

To provide assistance to the Board of Directors of the Company, the Audit Committee was constituted. It consists of three members including Chairman. The Committee was re-constituted and now headed by Mr. Mahabir Parshad Gupta. This Committee consists three members i.e. Mr. Mahabir Parshad Gupta, Mr. Rajbir Singh Makhni and Ashok Kumar Maheshwari. The Audit Committee provides direction to and oversees the audit and risk management functions, reviews the financial accounts, interact with statutory auditors and reviews matters of special interest.

During the period under review, the Audit Committee met four times. The meetings were attended by all the members of the committee.

4. REMUNERATION COMMITTEE

The Remuneration Committee is now headed by Mr. Rajbir Singh Makhni as the chairman of the Committee. The Remuneration Committee of the company comprises of three Directors consisting of Mr. Rajbir Singh Makhni, Ashok Kumar Maheshwari and Mr. M.P.Gupta All the members of the committee attended the meeting. As on date there are no directors who are drawing remuneration from the Company.

5. SHARE TRANSFER & SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Share Transfer & Shareholders/ Investors Grievance Committee provide assistance to the Board of Directors in ensuring that the transfer of shares takes place within the stipulated period. The Committee is headed by Mr. Mahabir Parshad Gupta, to look after all matters pertaining to share transfers, Transmissions, issuance of duplicate shares, transpositions etc. & also to provide the shareholders of the company with additional assurance that sufficient information is being provided to enable them to form a reasoned opinion on the working of the company & to ensure speedy redressal of their grievances pertaining to share related issues. The Committee consisting members i.e. Mr. Mahabir Parshad Gupta, Mr. Rajbir Singh Makhni and Ashok Kumar Maheshwari.

The Committee frames the policy & look into the redressal of shareholders & Investors grievances pertaining to:

- 1) Transfer of shares & its timeliness.

- 2) Transmission of Shares.
- 3) Issuance of duplicate shares.
- 4) Investors/ shareholders grievance(s) pertaining to all types of matters concerning their dealing with the Company with respect to their investment in the securities of the company, more specially pertaining to non-receipt of Annual Reports, delay in transfers, non-redressal of complaint, non-receipt of Annual Reports.

6. GENERAL BODY MEETING

Details of Annual General Meeting (AGM) for the last Three Years:

Description of Meeting	Date	Venue	Time	No. of Special resolution passed
19th AGM	18th August, 2008	2E/16, Jhandewalan Extn, New Delhi-110055	10:00 A.M.	1
18th AGM	29th September, 2007	Saket Cultural Club, New Delhi-110017	11:00 A.M.	NIL
17th AGM	29th September, 2006	Saket Cultural Club, New Delhi-110017	11:00 A.M	Nil

No Extra Ordinary General Meeting was held during the period under review.

7. DISCLOSURE

1. Related parties & transaction with them as required under Accounting Standard 18 (AS- 18) are furnished as item No.12 of Part B of Schedule 12 relating to Significant & Accounting Policies and Notes on Accounts attached to & forming part of Balance Sheet & Profit & Loss Account for the period ended 31.03.2009
2. There is no pecuniary relationship or transaction with Independent/Non executive Director.
3. None of transactions with any of any of related parties were in conflict with the interest of the Company.

8. MEANS OF COMMUNICATION

Complying with provision of the Listing Agreement, norms, Guidelines and Circulars etc. and Information like Quarterly Financial results and other significant developments in the Company has been made available from time to time to the press and had also been submitted to the Stock Exchanges to enable them to put them on their websites.

9. CEO/CFO CERTIFICATION

The Chairman has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, as required in Clause 49 of the Listing Agreement with the Stock Exchanges, which is given separately herewith.

10. SHAREHOLDERS' INFORMATION

Annual General Meeting : **20th Annual General Meeting**
Day Date : Thursday, 20th August, 2009
Location : 291, Anarkali Complex, Jhandewalan Extension, New Delhi-110055
Time : 10:00 A.M.

Date of Book Closure

From 13th August 2009 to 20th August, 2009 (both days Inclusive) for the purpose of Annual General Meeting.

Listing on Stock Exchanges

- The Bombay Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai.
- The Delhi Stock Exchange Association Ltd.
DSE House, 3/1, Asaf Ali Road, New Delhi.

Stock Code

ISIN No. : INE914E01024
Scrip Code : 531082 at Bombay Stock Exchange

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Capital Structure

As on 31.03.2009, the Authorized Share Capital of the Company was Rs.5.00 Crores and paid up share Capital was Rs. 5, 37,060. The shareholding pattern of the Company as on 31.03.2009 is as follows:

Category	No. of shares held	Percentage of Shareholding
A Promoter's Group		
1. Promoters - Indian Promoters	21286	39.63
- Foreign Promoters	444	0.83
2. Persons acting in concert		
Sub-Total	21730	40.46
B Non-Promoter's Holding		
3. Institutional Investors		
a. Mutual Funds and UTI	290	0.54
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-government Institutions)		
c. FIs		
Sub- Total	290	0.54
4. Others		
a. Private Corporate Bodies	910	1.70
b. Indian Public	26526	49.39
c. NRIs / OCBs	4250	7.91
Any other (please specify)		
Sub-Total	31686	59.00
GRAND TOTAL	53706	100

Distribution of Shareholding – As on 31.03.2009

Shareholding of Nominal Value of Rs.	% to Total	No. of Shareholders	No. of Shares	Amount in Rs. 10/-	% to Total
1 to 100	95.795	1139	18946	189460	35.277
101 to 500	3.364	40	8496	84960	15.819
501 to 1000	0.084	1	660	6600	1.229
1001 to 5000	0.673	8	19394	193940	36.111
5001 to 10000	0.084	1	6210	62100	11.563
Total	100	1189	53706	537060	100

Market Price Data

The Company's equity shares are listed at Bombay Stock Exchange (BSE), & Delhi Stock Exchange Association Ltd. (DSE). Since there was no trading in the shares of the company at DSE & BSE, the share price market data are not available

*Source: www.bseindia.com

Dematerialisation of Shares

Company has entered into an agreement with NSDL whereby the shareholders have the option to dematerialize their shares.

EURO FINMART LIMITED

Status of Issued Share Capital as on 31.03.2009

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	30688	57.14
Physical Form	23018	42.86
Total	53706	100

Registered office

291, Anarkali Complex, Jhandewalan Extension,
New Delhi-110055

REGISTRAR AND SHARE TRANSFER AGENT

Mr. Mahesh Jairath,
M/s Alankit Assignments Limited.
Alankit House,
2E/21, Jhandewalan Extension,
New Delhi-110055
Phone: 011-42541234
Fax: 011-42541967

EURO FINMART LIMITED

CERTIFICATION

I, Ashvarya Kumar Maheshwari, Managing Director of the Company hereby Certify that:

- a) I have reviewed financial statement and the cash flow statement for the period ended 31.03.2009 and that to the best of my knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transaction entered into by the company during the period which is fraudulent, illegal or violative of the company's code of conduct.
- c) Further, I accept responsibility for establish and maintain internal controls for financial reporting and Accordingly, I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
 - I. Deficiencies in the design or operation of the internal controls, if any of which I am aware and the steps have been taken or propose to take rectify these deficiencies.
 - II. Significant changes in the internal control over the financial reporting during the period;
 - III. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - IV. Instances of significant fraud of which I became and involvement therein, if any, of the management or an employee having a significant in the Company's internal control system.

On Behalf of the Board of Directors

-sd/-
Ashvarya Kumar Maheshwari
Managing Director

Place : New Delhi
Date : 20.07.2009

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
Euro Finmart Limited

We have examined the compliance of conditions of Corporate Governance by Euro Finmart Limited. (Previously Knows as "Euro Gold Jewellery Limited") ("The Company") for the period ended on 31st March 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

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

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Krishan K. Gupta & Co.**
Chartered Accountants

-sd/-
(Krishan Kumar)
Proprietor
Membership No. 8311

Place : New Delhi
Date : 20.07.2009

AUDITORS' REPORT

To
The Members of
EURO GOLD JEWELLERY LIMITED
New Delhi.

We have audited the annexed Balance Sheet of **EURO GOLD JEWELLERY LIMITED** for the period ended March 31, 2009 and also the Profit & Loss Account of the company for the period ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) Order 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above, 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 purposes of our audit:
 - b) In our opinion, proper books of account, as required by law, have been kept by the company, so far as appears from our examination of those books:
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account:
 - d) In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred in sub-section (3C) of section 211 of the Companies Act, 1956:
 - e) On the basis of written representation, received from Directors as on March 31, 2009 and taken on record by the Board of Directors, we report that, none of the Directors is disqualified as on March 31, 2009 from being appointed as a Director in terms of section 274(1)(g) of the Companies Act, 1956 and
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view, in conformity with the accounting principles generally, accepted in India.
 - i) In so far as it relates to Balance Sheet, of the state of affairs of the Company for the period ended March 31, 2009:
 - ii) In so far as it relates to the Profit and Loss Account, of the loss of the Company for the year ended on that date: and
 - iii) In so far as it relates to the Cash Flow Statement, of the cash flow of the company for the year ended on that date.

For **Krishan K. Gupta & Co.**
Chartered Accountants

-sd/-
(Krishan Kumar)
Proprietor
Membership No. 8311

Place : New Delhi
Date : 29.06.2009

ANNEXURE TO AUDITORS' REPORT FOR THE PERIOD ENDED MARCH 31, 2009
Referred to in Paragraph 2 of our report of even date

1. In respect of its fixed assets:
 - a. The company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the fixed assets have been physically verified by the management during the period in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the company has not disposed off substantial part of its fixed assets during the period under report and the going concern concept is not affected.
2. In respect of its inventories:
 - a. As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory, as compared to the book records.
3. a. In our opinion and according to the explanations given to us, the company has not granted any loan, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 301 of the Act and as such clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable to the company.
 - b. On the basis of the records of the company, the following are the particulars of loans taken by the company from companies, firms and other parties covered in the register maintained under section 301 of the companies Act, 1956,

Name of Party	Relationship with Company	Maximum Amount Rs.	Year end Balance Rs.
Diwakar Commercials Pvt. Ltd.	Associate Company	61,10,000	37,33,148
 - c. On the basis of the records of the company, the followings are the particulars of loan granted by the company to companies, firms and other parties covered in the register maintained under section 301 of the companies Act, 1956.

Name of Party	Relationship with Company	Maximum Amount Rs.	Year end Balance Rs.
Diwakar Commercials Pvt. Ltd.	Associate Company	4,00,000	---
 - d. In our opinion the rate of interest and other terms and conditions on which loans, have been taken from/granted to companies, firm or other parties listed in the registers maintained under section 301 of the Companies Act, 1956 are prima facie, not prejudicial to the interest of the company.
 - e. In our opinion and according to information and explanation given to us, the loans taken/granted are repayable on demand and no demanded amount is outstanding. In view of (iii) (c) above, in our opinion, there is no overdue amount in respect of payable of the principal and interest.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In respect of transactions covered Under Section 301 of the Companies Act, 1956:
 - a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained Under Section 301 of the Companies Act, 1956 have been so entered.
 - b. In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 aggregating during the period to Rs. 5,00,000 (Rupees Five Lacs only) or more in respect of any party.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
7. In our opinion, the internal audit system of the company is commensurate with its size and nature of its business.

EURO FINMART LIMITED

8. In our opinion and as per information given to us, the Central Government has not prescribed maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 in respect of manufacturing activities, if any, of the company.
9. In respect of statutory dues:
 - a. In our opinion and according to the information and explanations given to us, the provisions of Provident Fund Act and Employees State Insurance Act not are applicable to the company.
 - b. In our opinion and according to the information and explanations given to us, the company has no disputed dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty/Cess Payable, which have not been deposited.
10. In our opinion and according to the information and explanations given to us, the Company has accumulated losses and has incurred cash losses during the period covered by our audit or in the immediate preceding financial year.
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanation given to us, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) order 2003 is not applicable to the company.
14. In our opinion and according to the information and explanations given to us, the company has invested its funds in shares, debentures and other securities.
15. According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The company has not raised any new term loans during the period. There were no term loans outstanding at the beginning of the year, which could have been applied for the purposes for which they were obtained.
17. During the period, the company has not made any preferential allotment of shares to parties and companies in the Register maintained Under Section 301 of the Companies Act, 1956.
18. The company has not raised any money by way of public issue during the period.
19. In our opinion and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period, that causes the financial statements to be materially misstated.

For **Krishan K. Gupta & Co.**
Chartered Accountants

-sd/-
(Krishan Kumar)
Proprietor
Membership No. 8311

Place : **New Delhi**
Date : **29.06.2009**

EURO FINMART LIMITED

BALANCE SHEET AS AT MARCH 31, 2009

	SCHEDULE	31st March 2009 (Rs.)	30th June 2008 (Rs.)
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	537,060	29,007,700
Reserve and Surplus	2	<u>3,216,351</u>	<u>12,658,960</u>
TOTAL		<u>3,753,411</u>	<u>41,666,660</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	3	2,616,206	2,616,206
Less: Depreciation		<u>(-) 2,470,575</u>	<u>(-) 2,319,129</u>
NET BLOCK		145,631	297,077
INVESTMENTS	4	4,774,075	4,130,940
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	5	---	179,534
Sundry Debtors		12,137,540	14,129,514
Cash and Bank Balances		207,637	858,335
Loans and Advances		<u>167,312</u>	<u>5,561,874</u>
		12,512,489	20,729,257
Less: CURRENT LIABILITIES & PROVISIONS	6	<u>(-) 17,351,869</u>	<u>(-) 25,931,157</u>
Net Current (Liabilities) / Assets		(-) 4,839,380	(-) 5,201,900
MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	7	3,673,085	3,673,085
PROFIT & LOSS ACCOUNT		---	38,767,458
TOTAL		<u>3,753,411</u>	<u>41,666,660</u>
Significant Accounting Policies and Notes to Accounts	11		

This is the Balance Sheet referred to in our report of even date

The Schedules referred to above form an integral part of the Balance Sheet

-sd/-

(K.K. GUPTA)

Prop. (M. No. 8311)

For and on behalf of

KRISHAN K. GUPTA & CO.

Chartered Accountants

For and on behalf of the Board of Directors

-sd/-

Ashvarya Kumar Maheshwari
Mg. Director

-sd/-

Rajbir Singh Makhni
Director

-sd/-

Heena Jain
Company Secretary

Place : New Delhi
Date : 29.06.2009

EURO FINMART LIMITED

TRADING AND PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDING MARCH 31, 2009

	SCHEDULE	31st March 2009 (Rs.)	30th June 2008 (Rs.)
INCOME			
Sales		228,240	10,426,383
Miscellaneous Income	8	2,621,641	4,313,422
(Decrease) / Increase in Stocks		---	(-) 4,694,458
TOTAL		2,849,881	10,045,347
EXPENDITURE			
Raw Material Consumed		179,534	1,989,794
Job Work Expenses		---	174,876
Establishment		273,264	511,720
Other Expenses	9	775,337	1,050,276
Financial Expenses	10	607,060	7,846
Short Term Capital Loss - Shares		---	5,575,232
Short Term Capital Loss - Commodities		---	16,481,152
Depreciation		151,445	252,412
TOTAL		1,986,640	26,043,308
Profit/(Loss) for the year		863,241	(-) 15,997,962
Provision for Fringe Benefit Tax		(-) 9,032	(-) 48,770
Balance Brought Forward from Previous Year		(-) 38,767,458	(-) 22,720,726
Balance Carried Over to Balance Sheet		(-) 37,913,249	(-) 38,767,458

Significant Accounting Policies and Notes of Account 11

This is the Trading and Profit & Loss Account
Referred to in our report of even date

The Schedules referred to above form an integral
part of the Trading and Profit & Loss Account

-sd/-

(K.K. GUPTA)

Prop. (M. No. 8311)

For and on behalf of

KRISHAN K. GUPTA & CO.

Chartered Accountants

For and on behalf of the Board of Directors

-sd/-

Ashvarya Kumar Maheshwari

Mg. Director

-sd/-

Rajbir Singh Makhni

Director

-sd/-

Heena Jain

Company Secretary

Place : New Delhi

Date : 29.06.2009

EURO FINMART LIMITED

SCHEDULES

Schedules 1 to 11 annexed to and forming part of the accounts.

**31st March
2009 (Rs.)**

**30th June
2008 (Rs.)**

SCHEDULE 1 - SHARE CAPITAL

AUTHORISED CAPITAL

5000000 Equity Shares of Rs. 10/- each

50,000,000

50,000,000

ISSUED, SUBSCRIBED AND PAID UP

3080700 Equity Shares of Rs. 10/- each fully paid up

30,807,000

30,807,000

Less: Allotment Money in Arrears

(-) 1,799,300

Less: 98% reduction in Share Capital
(Refer Note 12 of Schedule - 11)

(-) 30,269,940

537,060

29,007,700

SCHEDULE 2 - RESERVES AND SURPLUS

A. GENERAL RESERVE

Balance as per Last year

50,660

50,660

B. SHARE PREMIUM ACCOUNT

Balance as per Last year

13,373,500

13,373,500

Less: Allotment Money in Arrears to the extent
it relates to Share Premium Account

(-) ---

(-) 765,200

Less: 98% reduction in Share Capital

(-) 11,062,018

(Refer Note 12 of Schedule - 11)

2,311,482

12,608,300

C. PROFIT & LOSS ACCOUNT

Opening Balance

(-) 38,767,457

(-) 22,720,726

Add: Profit/(Loss) for the year

854,209

(-) 16,046,732

Add: 98% reduction in Share Capital

38,767,458

(Refer Note 12 of Schedule - 11)

854,209

(-) 38,767,458

3,216,351

12,658,960

SCHEDULE 3 - OF FIXED ASSETS AS AT JUNE 30, 2008

Straight Line Method

Particulars	Cost as on 30-06-2008	Additions After 30th Sep.	Sale during the year	Total	Depreciation upto 30-06-2008	Depreciation for the year	Total	W.D.V. as on 31-03-2009	W.D.V. as on 30-06-2008
Furniture & Fixtures	1,454,428.00	---	---	1,454,428.00	1,287,428.00	69,702.00	1,357,130.00	97,298.00	167,000.00
Vehicles	1,071,284.00	---	---	1,071,284.00	992,572.00	76,329.00	1,068,901.00	2,383.00	78,712.00
Electric Installations	75,344.00	---	---	75,344.00	35,339.00	3,573.00	38,912.00	36,432.00	40,005.00
Computer	15,150.00	---	---	15,150.00	3,790.00	1,841.00	5,631.00	9,518.00	11,360.00
TOTAL	2,616,206.00	-	-	2,616,206.00	2,319,129.00	151,445.00	2,470,574.00	145,631.00	297,077.00

SCHEDULE 4 - INVESTMENTS (At Cost)

Quoted - Non Trade

19000 Fully paid Equity Shares of Ceekay Daikin Ltd.
(Market Value Rs. 348,650)

2,626,817

2,626,817

10 Fully paid Equity Shares of PNB Gilts Ltd.
(Market Value Rs. 186)

240

240

--- Fully paid Equity Shares of Rashtriya Chemicals & Fertilizers Ltd.
(P.Y. 10000 Shares)

1,503,883

15000 Fully paid Equity Shares of Satyam Computer Services Ltd.
(Market Value Rs. 575,250)

1,245,001

1 Fully paid Equity Shares of Reliance Industries Ltd.
(Market Value Rs. 1,523)

2,017

Unquoted - Non Trade

90000 Fully paid Equity Shares of Genesis India Ltd.

900,000

4,774,075

4,130,940

EURO FINMART LIMITED

	31st March 2009 (Rs.)	30th June 2008 (Rs.)
SCHEDULE 5 - CURRENT ASSETS, LOANS AND ADVANCES		
Inventories (As per inventory taken, valued & certified by the Management) (At cost or market value, whichever is lower)		
Raw Material	---	179,534
	---	179,534
Sundry Debtors (Unsecured, Considered Good for Recovery by the Management) Exceeding 6 Months	12,137,540	5,667,001
Others	---	8,462,513
	12,137,540	14,129,514
Cash and Bank Balances		
Cash in Hand	45,451	199,115
With Scheduled Banks in Current Account	162,186	659,220
	207,637	858,335
Loans and Advances (Unsecured, Considered Good for Recovery by the Management) Advances Recoverable in cash or in kind or for value to be received	167,312	5,561,874
	167,312	5,561,874
SCHEDULE 6 - CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors	---	25,777,004
Advance From Customers	17,323,884	---
Fringe Benefit Tax	9,032	48,770
Expenses Payable	18,953	105,383
	17,351,869	25,931,157
SCHEDULE 7 - MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Project Promotion Expenses	838,078	838,078
Preliminary Expenses	86,554	86,554
Share Issue Expenses	2,748,453	2,748,453
	3,673,085	3,673,085
SCHEDULE 8 - MISCELLANEOUS INCOME		
Other Income	357,608	211,874
Profit on Sale of Factory Building	---	2,815,889
Commodities & Share Trading	2,225,533	---
Dividend	38,500	410,440
Balances Written Back	---	875,219
	2,621,641	4,313,422
SCHEDULE 9 - OTHER EXPENSES		
Printing & Stationery	18,400	15,414
Communication Expenses	---	2,099
Travelling & Conveyance	126,566	705,300
Sales Promotion Expenses	---	450
General Charges	1,608	34,925
Payment to Auditors'		
Audit Fee	16,545	11,236
Taxation Matters	---	5,618
Fee & Taxes	175,012	106,622
Advertisement	984	11,481
Legal & Professional Charges	436,222	19,051
Vehicle Maintenance Expenses	---	98,580
Office Rent	---	39,500
	775,337	1,050,276
SCHEDULE 10 - FINANCIAL EXPENSES		
Bank Charges	1,412	7,846
Interest	605,648	--
	607,060	7,846

**SCHEDULE - 11: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS
FOR THE YEAR ENDING MARCH 31, 2009**

A. ACCOUNTING POLICIES

- a) **Accounting Convention:** The accompanying financial statements have been prepared in accordance with the historical cost convention.
- b) **Fixed Assets:** These are stated at cost less Depreciation. Cost comprises purchase price, import duties, levies and any directly attributable cost of bringing the assets to its working condition for the intended use.
- c) **Depreciation:** The Depreciation on fixed assets is provided on prorata basis, from the date the assets have been installed and put to use on a Straight Line Method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- d) **Inventories:** The company has no inventories at the end of the period covered by our audit.
- e) **Retirement Benefits:** The Provisions for gratuity and leave encashment are not applicable to the company. The same will be dealt with as and when paid. However, the amount of gratuity liability as on 31-03-2009 comes to Rs. Nil (P.Y. Rs. Nil) and leave encashment comes to Rs. Nil (P.Y. Rs. Nil)
- f) **Foreign Currency Transaction:** Foreign Travelling Expenses Rs. 1,26,566.00
Foreign currency transactions have been transacted at the exchange rate prevalent on the date of transaction.
- g) **Prior Period Adjustments, Extra-Ordinary Items and Changes in Accounting Policies:** Prior period adjustments, Extra-Ordinary Items and changes in accounting policies having material impact on the financial affairs of the company are disclosed.
- h) **Contingent Liabilities:** No provision has been made in the accounts for liabilities, which are contingent in nature, but if material, the same are disclosed by way of Notes to Accounts.
- i) **Investments:** Investments are stated at cost. Provision for diminution / appreciation if any, in the book value of Investments, being temporary in nature, in the opinion of the management, has not been made.

B. NOTES TO ACCOUNTS

1. Figures of previous year have been regrouped or rearranged, wherever considered necessary to make them comparable with those of the current year.
2. Preliminary expenses incurred upto March 31, 1998 are amortized over a period of ten years and thereafter expenses incurred be amortized over a period of five years. However, Project Promotion Expenses and Share Issue Expenses under the head Miscellaneous Expenditure are being written off over a period of ten years in equal installments. However, keeping in view losses incurred by the company during the year, such expenses have not been adjusted as per practice followed in the earlier years and therefore the loss for the current year is subject to this amount.
3. **MANAGERIAL REMUNERATION – NIL**
4. The Balances of Sundry Debtors, Advances Recoverable and Advance from Customers are subject to confirmation and therefore remain unconfirmed.
5. Related Party Disclosures

Key Management Personnel	Director	Mr. Aishvarya Kumar Maheshwari	Director	Mr. Ashok Kumar Maheshwari
	Director	Mr. Rajbir Singh Makhni	Director	Mr. Mahavir Parshad Gupta
Associate Companies		Diwakar Commercials Private Limited		

Transactions with Related Parties

	Key Management Personnel		Associate Companies	
	Current Year (Rs.)	Previous Year (Rs.)	Current Year (Rs.)	Previous Year (Rs.)
Advance Credit				
Opening Balance	---	---	---	---
Amount taken (including accrued interest)	---	---	64,33,148	---
Amount repaid/adjusted (including accrued interest)	---	---	27,00,000	---
Closing Balance	---	---	37,33,148	---
Loans & Advances (Assets)				
Amount given (including accrued interest)	---	---	4,00,000	---
Amount received/adjusted (including accrued interest)	---	---	4,00,000	---
Closing Balance	---	---	---	---

- Note : a. Related party relationship is an identified by the company and relied upon by the auditor.
b. Only those related parties have been disclosed with whom there were related party transactions during the period.

6. The information as required by para 3 & 4 of part II of Schedule VI of the Companies Act, 1956:

A. OPERCULARS OF LICENCED/INSTALLED CAPACITY/PRODUCTION

LICENCED CAPACITY	UNIT	31.03.2009	30.06.2008
Jewellery	Kg.	NIL	NIL
INSTALLED CAPACITY			
Jewellery	Kg.	NIL	NIL
PRODUCTION			
Jewellery	Kg.	NIL	NIL

EURO FINMART LIMITED

B. PARTICULARS OF SALES						
CLASS OF GOODS	UNIT	31.03.2009		30.06.2008		
		Qty.	Value in Lacs	Qty.	Value in Lacs	
Jewellery	Kg.	NIL		2.435		
Diamond & Stone	Kg.	0.318		2.641		
Silver Articles	Kg.	15.458		49.363		
Total	Kg.	15.776	2.28	54.439	104.26	
C. RAW MATERIAL CONSUMED						
CLASS OF GOODS	UNIT	31.03.2009		30.06.2008		
		Qty.	Value in Lacs	Qty.	Value in Lacs	
Diamond, Stone, Metals	Kg.	15.776	2.28	34.476	17.42	
D. OPENING AND CLOSING STOCKS OF FINISHED AND SEMI FINISHED GOODS						
CLASS OF GOODS	UNIT	31.03.2009		30.06.2008		
		Qty.	Value in Lacs	Qty.	Value in lacs	
Finished Goods						
(Diamond, Gold & Stone)						
Opening Stock	Kg.	15.776	2.28	3.644	46.94	
Closing Stock	Kg.	NIL	NIL	15.776	2.28	
Semi-Finished						
Opening Stock	Kg.	NIL	NIL	NIL	NIL	
Closing Stock	Kg.	NIL	NIL	NIL	NIL	
E. VALUE OF IMPORTED & INDIGENOUS MATERIAL & COMPONENTS CONSUMED AND PERCENTAGE THEREOF						
CLASS OF GOODS	UNIT	31.03.2009		30.06.2008		
		Qty.	Percentage	Qty.	Percentage	
1. Raw Material						
a) Indigenous	Kg.	---	---	---	---	
b) Imported	Kg.	---	---	---	---	
2. Consumable Tools & Stores						
		Value in Lacs	Percentage	Value in Lacs	Percentage	
a) Indigenous		NIL	NIL	NIL	NIL	
b) Imported		NIL	NIL	NIL	NIL	
F. C.I.F. VALUE OF IMPORTS						
		31.03.2009		30.06.2008		
		Value in lacs		Value in lacs		
a) Raw Material		NIL		NIL		
b) Consumables		NIL		NIL		
c) Machinery		NIL		NIL		
G. EXPENDITURE IN FOREIGN CURRENCY						
Travelling		1,26,566		5,97,624		
H. EARNING IN FOREIGN EXCHANGE						
F.O.B. Value of Exports		NIL		NIL		
7. CONTINGENT LIABILITIES						
a. Bank Guarantee, Counter guarantee for Guarantee issued by bank		NIL		NIL		
8. CAPITAL COMMITMENTS		Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (P.Y. Rs. NIL).				
9. PROVISION FOR TAXATION		Provision for Income Tax under Income Tax Act, 1961 has not been made keeping in view the losses incurred by the Company.				
10. BONUS		The Company has not provided bonus Rs. Nil /-(P.Y. Rs. Nil) for the period under report, the same shall be accounted for as and when paid.				
11. Related Party disclosures as required by As – 18 "Related Party Disclosures" – Nil						
12. ACCOUNTING FOR TAXES ON INCOME		Keeping in view of losses, as a matter of prudence, company is not recognizing the deferred tax asset/liability as provided by the Accounting Standard – 22.				
13. During the period under report, the company has received order from Hon'ble High Court of Delhi dated January 20, 2009 for 98% reduction in Share Capital of the company. Accumulated losses and Share Premium Account has been, written off on consolidated basis through reduction in share capital u/s. 100 of the Companies Act, 1956.						

EURO FINMART LIMITED

SCHEDULES TO PROFIT & LOSS ACCOUNT AND BALANCE SHEET (Continued) BALANCE SHEET ABSTRACT AND GENERAL BUSINESS PROFILE

1.	Registration Details	
	Registration No. 36860	State Code: 55
	Balance Sheet	31st March, 2009
2.	Capital Raised during the year (Amount in Rs. Thousands)	
	Public Issue	Nil
	Rights Issue	Nil
	Bonus Issue	Nil
	Private Placement	Nil
3.	Position of Mobilisation and Development of Funds (Amount in Rs. Thousands)	
	Total Liabilities	37.53
	Total Assets	37.53
	Sources of Funds	
	Paid up Capital	5.37
	Reserve & Surplus	32.16
	Secured Loans	Nil
	Unsecured Loans	Nil
	Application of Funds	
	Net Fixed Assets	1.45
	Investments	47.74
	Net Current Assets	(-) 48.39
	Misc. Expenditure	36.73
	Accumulated Losses	Nil
4.	Performance of the Company (Amount in Rs. Thousands)	
	Turnover (including Other income)	28.50
	Total Expenditure	19.87
	Loss Before Tax	8.63
	Loss After Tax	8.54
	Earning per share in Rs.	0.28
	Dividend Rate %	Nil
5.	Generic Names of Three Principal Products/Services of Company (as per monetary terms)	
	Item Code No. (ITC Code)	711319.03
	Product Description	Jewellery of Gold Set with Diamonds
	Item Code No. (ITC Code)	711319.04
	Product Description	Jewellery of Gold Set with Stones
	Item Code No. (ITC Code)	711319.01
	Product Description	Jewellery of Gold - Plain

For and on behalf of the Board of Directors

	-sd/-	-sd/-	-sd/-
	Ashvarya Kumar Maheshwari	Rajbir Singh Makhni	Heena Jain
	Mg. Director	Director	Company Secretary
Place : New Delhi			
Date : 29.06.2009			

EURO FINMART LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

	31st March 2009 (Rs.)	30th June 2008 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	863,241	(-) 15,997,962
Adjusted for :		
Depreciation	151,445	252,412
Preliminary and Deferred Revenue Expenditure	---	---
Provision for Doubtful Debts	---	---
Profit on sale of Fixed Assets (Net)	---	(-) 2,815,889
Income Tax for earlier years	---	---
Operating Profit before working capital changes	711,796	(-) 18,561,439
Adjusted for :		
Current Assets	7,566,073	(-) 7,282,240
Current Liabilities	(-) 8,579,288	23,692,896
(Increase)/Decrease in Net Current Assets	(-) 1,013,215	16,410,656
Cash generated from Operations	(-) 301,419	(-) 2,150,783
Taxation	---	---
Income Tax for earlier years	---	---
Cash Flow before Extraordinary Items	(-) 301,419	(-) 2,150,783
Extraordinary Items	(-) 9,049	(-) 48,770
Net Cash from operating activities	(-) 310,468	(-) 2,199,553
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Investments (Net)	(-) 643,135	(-) 4,130,940
Investment in Subsidiary Company	---	---
Investment in Application Money	---	---
Purchase of Fixed Assets	---	---
Profit on Sale of Investments	---	---
Sale of Fixed Assets	---	5,100,000
Net Cash used in Investing Activities	(-) 643,135	969,060
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	---	2,100
Share and Bonds Premium	---	---
Loans borrowed (Net of Repayments)	---	---
Loans lent (Net of Repayments)	---	---
Deferred Expenditure	---	---
Dividend on Preference Share Capital	---	---
Dividend on Equity Share Capital (Including Dividend Tax)	---	---
Net Cash from Financing Activities	---	2,100
Net Increase/(Decrease) in cash and Cash Equivalent (A-B-C)	(-) 650,698	(-) 1,228,393
Cash and Cash equivalent at the beginning of the year	858,335	2,086,728
Cash and Cash equivalent at the close of the year	207,637	858,335

For and on behalf of the Board of Directors

-sd/-
Ashvarya Kumar Maheshwari
Mg. Director

-sd/-
Rajbir Singh Makhni
Director

-sd/-
Heena Jain
Company Secretary

AUDITORS' CERTIFICATE

We have verified the attached Cash Flow Statement of EURO GOLD JEWELLERY LIMITED, New Delhi derived from the audited financial statements and the books of account maintained by the company for the years ended March 31, 2009 and June 30, 2008 and found the same to be in accordance therewith and also with the requirements of Clause 32 of listing agreements with Stock Exchange.

-sd/-

(K.K. GUPTA)

Prop.

(M. No. 8311)

For and on behalf of

KRISHAN K. GUPTA & CO.

Chartered Accountants

Place : New Delhi

Date : 29.06.2009

EURO FINMART LIMITED

Regd. Office: 291, Anarkali Complex, Jhandewalan Extension,
New Delhi-110055

**ATTENDANCE SLIP
20th ANNUAL GENERAL MEETING**

To be handed over at the entrance of the meeting venue.

Name of the attending member (In block letters) Mr./Mrs./Miss _____ Name of
the proxy (in block letters to be filled in by Proxy attending instead of the member) _____

No. of shares held : _____ Ledger Folio No. : _____

DP Id No.* : _____ Client Id.* : _____

I hereby record my presence at the **TWENTIETH ANNUAL GENERAL MEETING** on Thursday, the 20th day of August 2009, at 291, Anarkali Complex, Jhandewalan Extension, New Delhi-110055.

Member's Signature

Proxy's Signature.

Note: 1. Shareholders / proxies are requested to bring the attendance slip with them.
2. Additional/Duplicates attendance slips will not be issued the meeting hall.
*Applicable for investors holding share in electronics form.



EURO FINMART LIMITED

Regd. Office: 291, Anarkali Complex, Jhandewalan Extension,
New Delhi-110055

PROXY FORM

I/we _____ of _____ being a member/Members of Euro Finmart
Limited hereby Appoint _____ of _____ as my / our proxy to attend
and vote for me /us on my / our behalf at the **TWENTIETH ANNUAL GENERAL MEETING** on Thursday, the 20th day of August 2009, at
291, Anarkali Complex, Jhandewalan Extn, New Delhi - 110055 , and at any adjournment thereof.

No. of Shares held: _____ Ledger Folio no. _____



Dp. Id No.* : _____

Client Id.* : _____

Signature:

Date :

Affix Rs.1
Revenue
Stamp

Note: The Proxy, to be effective, should be deposited at the Company's Registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.
* Applicable for investors holding shares in electronic form.

BOOK POST
UNDER CERTIFICATE OF POSTING

To,

If undelivered, please return to

EURO FINMART LIMITED
Regd. Office: 291, Anarkali Complex,
Jhandewalan Extension, New Delhi-110055