

19TH ANNUAL REPORT

***WELPLACE PORTFOLIO AND FINANCIAL
CONSULTANCY SERVICES LIMITED***

**FINANCIAL YEAR
2012-13**

BOARD OF DIRECTORS:

RAVINDRA TRUBHUVAN MISHRA - EXECUTIVE DIRECTOR
MAHESH JAGDEVRAO RAUT - INDEPENDENT DIRECTOR
PARESH VISHNUPRASAD PATHAK - INDEPENDENT DIRECTOR

REGISTERED OFFICE:

613/B, MANGAL AARAMBH, NEAR MCDONALDS,
KORAKENDRA, OFF S.V.ROAD, BORIVALI (W),
MUMBAI - 400092

AUDITORS:

KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS

BANKERS:

ORIENTAL BANK OF COMMERCE

	Contents	Page
1	Notice of the Annual General Meeting	01
2	Director's Report	02
3.	Management Discussion And Analysis Report	04
4.	Corporate Governance	07
5.	CFO Certification	11
6.	Declaration on Code Of Conduct	12
7.	Auditors Report On CG	13
8.	Auditors Report	14
9.	Balance Sheet	18
10.	Statement of Profit and Loss Account	19
11.	Significant Accounting Policies	20
12.	Accompanying Notes to the Financial Statements	22
13.	Cash Flow Statement	28
14.	Attendance Slip	30
15.	Proxy Form	30

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the member of **WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED** will be held at the Registered Office of the Company at the Registered Office at 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra, Off S.V.Road, Borivali (W), Mumbai - 400092 on Friday the 27th day of September, 2013 at 09.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2013 and Balance Sheet as at that date, Cash Flow Statement for the year ended 31st March, 2013 and report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Paresh V. Pathak who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Koshal & Associates, Chartered Accountants, as the Statutory Auditors of the Company, 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.

For & on behalf of the Board

Sd/-

Ravindra Tribhuvan Mishra
Chairman

Date: 24.08.2013
Place: Mumbai

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED.
2. THE REGISTER OF MEMBERS AND THE SHARE TRANSFER BOOKS OF THE COMPANY WILL BE CLOSED FROM FRIDAY, 20TH SEPTEMBER, 2013 TO 27TH SEPTEMBER, 2013 (BOTH DAYS INCLUSIVE).
3. A PERSON APPOINTED AS PROXY SHALL ACT AS A PROXY ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHT.
4. THE SHAREHOLDERS ARE REQUESTED TO INTIMATE IMMEDIATELY ANY CHANGE IN THE ADDRESS TO THE COMPANY TO ITS REGISTERED OFFICE.

DIRECTORS REPORT

To,
The Members

Your Directors are please to present you the 19th Annual Report of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS:

Financial Results	For the Year ended 31st March, 2013 (Amt in INR)	For the Year ended 31st March, 2012 (Amt in INR)
Income/ (Loss)	28,34,623	67,745
Less: Expenditure	28,31,230	62,970
Profit/ (Loss) before tax	3,393	4,775
Less: Tax Expenses	300	900
Profit/ (Loss) after tax	3,093	3,875

2. REVIEW OF OPERATION:

The Company has made a profit of Rs. 3,093/- during the Financial Year 2012-13 as against the profit of Rs. 3,875/- made during the Financial Year 2011-12.

3. DIVIDEND:

Your Directors do not recommend any dividend for the year ended on 31st March 2013 with a view to conserve the resources for future.

4. CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a certificate from Mr. Koshal Maheshwari, Chartered Accountant in practice, regarding compliance of the requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is annexed hereto.

5. FIXED DEPOSITS:

The Company has not accepted any fixed deposits from the public with the meaning of section 58-A of the Companies Act, 1956 and the rules made there under and as such, no amount on account of principal or interest was outstanding on the date of balance sheet.

6. DIRECTOR RESPONSIBILITY STATEMENT:

In term of provisions of Section 217(2AA) of the companies Act, 1956, your Directors confirm that:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.

- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

7. PARTICULARS OF EMPLOYEES

During the year under review, none of the employee was drawing remuneration, which require disclosure under section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975.

8. Management Discussion And Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming the part of the Annual Report.

9. BOARD OF DIRECTORS:

There was no change in the constitution of the Directors during the year.

However, Mr. Paresh Pathak, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible to offer himself for re-appointment.

10. AUDITORS AND AUDITORS REPORT:

Koshal & Associates, Chartered Accountants were appointed as Statutory Auditors of your Company at the last Annual General Meeting to hold office till the conclusion of this Annual General Meeting. The Company has received a certificate from the Statutory Auditors to the effect that their re-appointment if made, would be in accordance with the provisions of Section 224(1B) of the Companies Act, 1956. Your directors recommend for their re-appointment and to fix their remuneration.

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes on Accounts for the year ended March 31, 2013 are self-explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956 as it does not contain any qualification in the same.

11. PARTICULAR OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

In view of the nature of activities which are being carried on by the company, Rule 2A and 2B of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988, concerning conversation of energy and technology absorption respectively is not applicable to the Company.

The operation of the company is confined within the territory of India only and therefore, the details relating to export etc. are nil.

12. ACKNOWLEDGEMENT

Your Directors are pleased to place on the record their sincere gratitude to the Government Authorities and other Business Associates for their valued Co-operation extended of the Company during the year under review.

For and on behalf of the Board

Date: 24.08.2013
Place: Mumbai

Sd/-
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2013.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company is operating in the Financial Consultancy Services.

I. RISK FACTORS

Introduction

While risk is an inherent aspect of any business, the Company being an financial consultancy, is primarily exposed to credit risk, liquidity risk, interest rate risk as well as operational risks. We maintain a conservative approach and manage the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. We have in place a proper risk mitigating the methods an effective credit operations structure.

INTERNAL RISK FACTORS

1. As a Financial Consultant, we face the risk of default and non-payment by borrowers and other counter parties. Any such defaults and non-payments would result in write-offs and/or provisions in our financial statements which may materially and adversely affect our profitability and asset quality.
2. The proposed objects of the issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.
3. We depend on the accuracy and completeness of information provided by potential borrowers and our reliance on any misleading information given may affect our judgment of credit worthiness of potential borrowers, which may affect our business, results of operations and financial condition.
4. We will be impacted by volatility in interest rates in our operations, which could cause our net interest margins to decline and adversely affect our profitability.
5. We depend on the market knowledge of the Directors, in the Business of Stock Trading. Any material deficiency in accurately predicting the market condition by the Directors would lead to adversely affect the financial results.
6. System failures, infrastructure bottlenecks and security breaches in computer systems may adversely affect our business.
7. Interest income forms a substantial part of the total income of our Company. The Company extends loans at fixed as well as floating interest rates. The Company's borrowings are also a mix of fixed and floating rates. A mismatch between assets and liabilities may cause our gross spreads to decline and adversely affect our profitability. The Company endeavors to match interest rate positions to minimize interest rate risk but may not be able to do so.
8. We are exposed to various operational risks including the risk of fraud and other misconduct by employees or outsiders.
9. The complexity of our business operations requires highly skilled and experienced manpower.

Such highly skilled personnel give us a competitive edge. Further, the successful implementation of our growth plans would largely depend on the availability of such skilled manpower and our ability to attract such qualified manpower. We may lose many business opportunities and our business would suffer if such required manpower is not available on time. Though we have appropriate human resource policies in place, we may face the risk of losing our key management personnel due to reasons beyond our control and we may not be able to replace them in a satisfactory and timely manner which may adversely affect our business and our future financial performance.

10. The Company faces increasing competition from other established banks and market leading financial consultancy. The successful implementation of our growth plans depends on our ability to face this competition.
11. There may be potential conflicts of interest with our Promoter and its affiliates.

EXTERNAL RISK FACTORS

1. Tax rates applicable to Our Company may increase and may have an adverse impact on our business.
2. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Platform of BSE in a timely manner, or at all.
3. All of our revenue is derived from business in India and a decrease in economic growth in India could cause our business to suffer.
4. We are subject to fluctuations in interest rates and other market risks, which may materially and adversely affect our financial condition and results of operations.
5. We are subject to fluctuation in the market prices of the Stocks in which we deal. Any insider trading/manipulating of stock prices by the management/promoter of the shares or securities of Company in which we deal in beyond our comprehension.
6. Material Changes in Regulations to which the Company is subject to could cause the Company's business to suffer.
7. Our business may be adversely impacted by natural calamities or unfavorable climatic changes.
8. A slow down economic growth in India could cause the Company's business to suffer.

INFORMATION TECHNOLOGY

Our Company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets.

HUMAN RESOURCES

Your Company continues to lay great stress on its most valuable resource- people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the Company.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

BY ORDER OF THE BOARD

Sd/-

Place: Mumbai
Date: 02.08.2013

RAVINDRA MISHRA
CHAIRMAN & EXECUTIVE DIRECTOR

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2012-13 (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

The Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been uploading fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2012-13 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2013.

Board of Directors

I. Composition and Category

The Board of Directors of the Company is composed of committed persons with considerable experience in varied fields. The Board is properly constituted as per Clause 49 of the Listing Agreement. The Board consists of Three (3) Directors, which include One (1) Executive Director and Two (2) Independent Directors.

Name of Director	Executive/Non-Executive / Independent	No. of outside Directorship(s) Held (Public)
Ravindra Tribhuvan Mishra	Executive Director	NIL
Mahesh Jagdevrao Raut	Independent Director	1
Paresh Vishnuprasad Pathak	Independent Director	3

*Directorship in Private Limited Companies are not considered.

II. Board Meetings, attendance, position held in meetings

The Board met five (5) times on 30.04.2012, 01.07.2012, 02.08.2012, 08.11.2012 and 05.02.2013, Notices of the meetings with agenda along with necessary details were sent to the Directors in time.

The names and categories of the Directors, their attendance at Board meetings and General Meeting as also position held by them in committees of other public limited companies as on 31st March, 2013 are given below:

Name of the Director	Category	Attendance particular 2012-2013				
		Board Meeting held During tenure of Director	Board Meeting Attended	Last A G M	No. of Directorship in other Public Ltd. Cos	Chairman/ Membership in other public limited Cos
Ravindra Tribhuvan Mishra	Executive	5	5	Yes	NIL	NIL
Mahesh Jagdevrao Raut	Independent Director	5	5	Yes	1	2
Paresh Vishnuprasad Pathak	Independent Director	5	5	Yes	3	3

III. Information on Directors Appointment/Re-appointment

Mr. Mahesh Jagdevrao Raut, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible to offer himself for re-appointment.

IV. Audit Committee

The Investors'/ Shareholders' Grievance Committee comprise of three members chaired by Mr. Mahesh Raut, Independent Director of the Company. The Committee looks into the redressal of investors' complaints such as delay in transfer of equity shares, request for transmission of shares, issue of duplicate share certificates, non receipt of declared dividends/ annual reports etc.

During the financial year 2010-11, the Investors' Grievance Committee met five (5) times on 30.04.2012, 01.07.2012, 02.08.2012, 08.11.2012 and 05.02.2013

Attendance

Sr. No.	Name of the Members	Number of meetings attended
1	Paresh Vishnuprasad Pathak	5
2	Mahesh Jagdevrao Raut	5
3	Ravindra Tribhuvan Mishra	5

V. SHARE TRANSFER COMMITTEE /INVESTOR GRIEVANCE COMMITTEE:

The Investors'/ Shareholders' Grievance Committee comprise of three members chaired by Mr. Mahesh Raut, Independent Director of the Company. The Committee looks into the redressal of investors' complaints such as delay in transfer of equity shares, request for transmission of shares, issue of duplicate share certificates, non receipt of declared dividends/ annual reports etc.

During the financial year 2010-11, the Investors' Grievance Committee met five (5) times on 30.04.2012, 01.07.2012, 02.08.2012, 08.11.2012 and 05.02.2013.

Investors' Grievance Committee comprised of the following members:

Investors' Grievance Committee comprised of the following members:

Sr.No.	Name	Status	No. of meeting attended
1	Paresh Vishnuprasad Pathak	Chairman #	5
2	Mahesh Jagdevrao Raut	Member #	5
3	Ravindra Tribhuvan Mishra	Member @	5

Shares of the Company are also available for dematerialization.

Non-Executive & Independent, @ Executive

VI. Exclusive email-ids:

Further as per clause 47 (f) of the Listing Agreement, the Company has designated exclusive Email id: welplaceportfolio@gmail for grievance redressal service department for the purpose of registering complaints by investor. For, prompt disposal of any query or any matters Shareholders may contact to the Registrar and Share Transfer Agent and under the above referred email id.

VII. REGISTRAR AND SHARE TRANSFER AGENT:

At present Company does not have any Registrar & Transfer Agent and all the work is being managed in house by the Company. However, Company is in the process of appointment of RTA.

IX. MARKET PRICE DATA:

There were no trading due to suspension in trading of the shares on Ahmadabad Stock Exchange Limited during the year 2012-13 but the Company is making all the efforts to revoke suspension of the shares.

X. MANAGEMENT DISCUSSION AND ANALYSIS:

Report on Management discussion and analysis has been given separately in this Annual Report and form part of this report.

XI. GENERAL BODY MEETINGS

a. Particulars of AGM held during last three years:

Year	Date	Time	Place of Meeting	Nos. of Special Resolutions Passed
2011-12	29/09/2012	09.00 A.M	613/B, Mangal Aarambh, Near Mcdonalds, Korakendra, Off S.V.Road, Borivali (W), Mumbai - 400092	NIL
2010-11	30/09/2011	09.00A.M.	134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai, Maharashtra-400023.	NIL
2009-10	29/09/2010	09.00A.M.	134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai, Maharashtra-400023.	NIL

In the last three years special resolutions as set out in their respective notices for AGM's were passed by shareholders.

XII. COMPLIANCE OFFICER:

As on date Mr. Ravindra Mishra, is acting as the Compliance Officer of the Company.

XIII. LISTING

The Equity Shares of the Company are listed at Ahmedabad Stock Exchange Ltd.

XIV. STOCK EXCHANGE

(1) The Company's shares are listed on the following Stock Exchanges:

- (i) Ahmedabad Stock Exchange Ltd.
- (ii) Pune Stock Exchange Ltd.
- (iii) Bhubneshwar Stock Exchange Ltd.

XV. BOOK CLOSURE:

For updating records and shareholding information of the members of the Company, the Share Transfer Books and Register of Members shall remain closed from 20.09.2013 to 27.09.2013 (both days inclusive).

XVI. REGISTERED OFFICE:

The registered office of the Company is situated at 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra, Off S.V.road, Borivali (W), Mumbai – 400092.

CEO/CFO CERTIFICATION

To,
The Board of Directors,

I do hereby certify that:

- (a) I have reviewed financial statements and the Cash Flow statement for the year 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 standard, applicable laws and regulations,
- (b) There are to the best of my Knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or in violation of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committees.
 - (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

For & on behalf of the Board

Date: 02.08.2013
Place: Mumbai

SD/-
Executive Director
Ravindra T.Mishra

DECLARATION UNDER CODE OF CONDUCT

To,
The Shareholders
Welplace Portfolio and Financial Consultancy Services Limited
Mumbai.

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members have confirmed compliance with the Code of Conduct for the year ended 31st March, 2013.

For & on behalf of the Board
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Date: 02.08.2013
Place: Mumbai

SD/-
CHAIRMAN

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,
The Members of
Welplace Portfolio and Financial Consultancy Services Limited

We have examined the compliance of conditions of Corporate Governance by Welplace Portfolio and Financial Consultancy Services Limited ('the Company') for the year ended March 31, 2013, as stipulated in amended Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, the representation made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in amended Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances is pending as on 31st March, 2013 no other investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to Shareholders/ Investors Grievance Committee.

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

For **KOSHAL & ASSOCIATES.**
CHARTERED ACCOUNTANTS
FRN:121233W

Date: 02.08.2013
Place: Mumbai

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 043746

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of **WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the 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

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with Accounting Standard referred to in sub-section (3C) 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

3. 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.
5. 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

6. Long term investments as stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary. In the absence of financial statement of the companies as specified in Note No.7, we are not able to determine whether any adjustments might be necessary in Non-current Investment and Reserve & Surplus.

7. Unquoted shares held as stock in trade are stated at cost instead of lower of cost and net realizable value. In the absence of financial statement of the unquoted companies, we are not able to determine whether any adjustment might be necessary in current assets and reserve & surplus.

OPINION

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013
 - b) in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date.
 - c) in case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

9. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of section 227(3) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
10. 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 it appears from our examination of those books.
 - c. The Balance Sheet and Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet and Statement of Profit and Loss and cash flow statement comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Act.
 - e. On the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of section 274 (1)(g) of the Act.

For **KOSHAL & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN:121233W

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 043746

Date: 02.08.2013
Place: Mumbai

ANNEXURE TO INDEPENDENT AUDITORS REPORT

Referred in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

1. (a) The Company has no fixed assets.
(b) In view of our comments in (a) above clause (b) is not applicable.
(c) In view of our comments in (a) above clause (c) is not applicable.
2. (a) The security held as stock in trade has been physically verified during the year by the Management.
(b) The procedures explained to us, which are followed by the management for physical verification of inventories, were found reasonable and adequate in relation to the size of the Company and the nature of its business;
(c) On the basis of our examination of the inventory records of the Company, we are of the opinion that the Company is maintaining proper records of its inventory and no discrepancies were noticed on physical verification of inventory as compared to book records.
3. (a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Act.
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans during the year from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. However the loan of Rs.25,38,786/- is payable to two companies as year end balance which was taken in earlier year.
(f) & (g) No terms and conditions as regards to repayment of loan and interest is stipulated.
4. In our opinion, there is generally adequate internal control procedures commensurate with size of the Company and its nature of business for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our Audit, no major weakness has been noticed in the internal controls.
5. (a) According to the information and explanation given to us there are no particulars of contracts or arrangement referred to in section 301 of the Companies Act, 1956 that need to be entered into the register required to be maintained as provided under section.
(b) In the view of our comments in (a) above, no comments are warranted on reasonableness of prevailing market price.
6. In our opinion and according to information & explanations given to us, the Company has not accepted deposits from public during the year under review.
7. The Company does not have an internal audit system.
8. The Central Government has not prescribed the maintenance of cost records by the Company under section 209 (1) (d) of the Companies Act, 1956.

9. (a) According to information and explanations given to us, Provident Fund Act, Employees State Insurance Act, Sales Tax, Wealth Tax, Custom and Central Excise Act, are not applicable to the Company. The Company is regular in depositing statutory dues including Income Tax, Service Tax and other statutory dues with the appropriate authorities during the year. There was no arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, no dues of Provident Fund Act, Employees State Insurance Act, Sales Tax, Wealth Tax, Custom and Central Excise Act, Income Tax outstanding on account of any dispute.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. According to the records of the Company and information and explanations given to us, The Company has not taken any loans from banks, financial institution and also has not issued any debentures during the financial year.
12. According to the information and explanations given to us, the Company has not given any loan or advances on the basis of securities by way of pledging of shares and other securities.
13. The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual benefit Fund / Societies are not applicable to the Company.
14. According to the information and explanations given to us, the Company has maintained proper records of the investment in shares. The Shares have been held by the Company in its own name.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
16. According to the information and explanations given to us, the Company has not taken any term loan.
17. According to the information and explanations given to us, no funds raised on short term basis have been used for long term purpose.
18. The Company has not made any preferential allotment during the year.
19. The Company has not issued any Debentures.
20. The Company has not raised any money by way of public issue.
21. To the best of our knowledge and belief and according to the explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For **KOSHAL & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN:121233W

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 043746

Date: 02.08.2013
Place: Mumbai

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	51,004,000	51,004,000
(b) Reserves and Surplus	3	<u>(8,858,107)</u>	<u>(8,861,200)</u>
		42,145,893	42,142,800
(2) Non - current liabilities			
(a) Long term borrowings	4	<u>12,538,786</u>	<u>2,568,786</u>
		12,538,786	2,568,786
(3) Current Liabilities			
(a) Other current liabilities	5	1,156,180	28,090
(b) Short term provisions	6	<u>1,200</u>	<u>900</u>
		<u>1,157,380</u>	<u>28,990</u>
		<u>55,842,059</u>	<u>44,740,576</u>
II. ASSETS			
(1) Non - current assets			
(a) Non - current investments	7	10,672,961	672,961
(b) Long term loans and advances	8	42,310,688	36,910,688
(c) Other non current assets	9	<u>27,024</u>	<u>27,024</u>
		<u>53,010,673</u>	<u>37,610,673</u>
(2) Current Assets			
(a) Inventories	10	1,758,418	4,558,418
(c) Cash and cash equivalents	11	1,072,968	271,485
(e) Other current assets	12	-	2,300,000
		<u>2,831,386</u>	<u>7,129,903</u>
		<u>55,842,059</u>	<u>44,740,576</u>

Significant Accounting Policies 1

Notes to accounts 18

The notes attached form an integral part of the Balance Sheet

For Koshal & Associates
Chartered Accountants
Firm number: 121233W

For and on behalf of the Board of Directors
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Sd/-
Partner: Koshal Maheshwari

Sd/-
(Ravindra T. Mishra)
Director

Sd/-
(Mahesh Raut)
Director

Place : Mumbai
Date : 02.08.2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Note No.	As at	
		31.03.2013 (Rs.)	31.03.2012 (Rs.)
I. Revenue from Operations	13	2,834,500	67,500
II Other Income	14	123	245
III Total revenue (I + II)		2,834,623	67,745
IV Expenses			
Changes in inventories of finished goods, work in progress and stock in trade	15	2,800,000	-
		2,800,000	-
Other expenses	16	31,230	62,970
Total Expenses		2,831,230	62,970
V Profit/(Loss) before Tax		3,393	4,775
VI Tax expense:			
(1) Current tax		300	900
(2) Deferred tax		-	-
		300	900
VII Profit/(Loss) for the period (XI + VIV)		3,093	3,875
VIII Earning per equity share:			
Basic	17	0.0006	0.0008
		-	-
Significant Accounting Policies	1		
Notes to accounts	18		

The notes attached form an integral part of the Statement of Profit and Loss

For Koshal & Associates
Chartered Accountants
Firm number: 121233W

For and on behalf of the Board of Directors
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Sd/-
Partner: Koshal Maheshwari

Sd/-
(Ravindra T. Mishra)
Director

Sd/-
(Mahesh Raut)
Director

Place : Mumbai
Date : 02.08.2013

NOTES FORMING PART STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Note No. 1

A. Significant Accounting policies

1. Basis of Preparation of financial statement

The Financial statements of Welplace Portfolio & Financial Consultancy Services Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under section 211 (3C) Companies Act, 1956, other pronouncements of Institute of Chartered Accountants of India and the provisions of Companies Act, 1956.

2. Use of Estimates

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

3. Presentation and disclosure in the financial statements:

For the year ended 31st March, 2013 the revised Schedule VI notified under the Companies Act, 1956, is applicable to the company, for presentation and disclosed in financial statements. The company has reclassified the previous year's figures in accordance with the revised Schedule VI as applicable in the current year.

4. Investment

Long term investments are stated at cost. Provision for diminution in the value of the long term investments is made only if such a decline is other than temporary in the opinion of the management.

5. Valuation of inventories

Stock in trade (traded) is valued at cost (FIFO) or net realizable value whichever is lower. However unquoted securities held as stock in trade has been valued at cost.

6. Revenue Recognition

- a) Dividend income is recognized when the unconditional right to receive the income is established.
- b) Income from services rendered is accounted for when the work is performed. Services income is exclusive of Service Tax.
- c) Profit/sale of Investment and securities are accounted on the contract date.

d) Taxation:

Current Tax is measured at the amount expected to be paid to/ recovered from the tax authorities, using the applicable tax rate. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future.

e) Earning Per Share:

The basic and Diluted Earnings Per Share is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

f) Provisions, Contingent liabilities and Contingent Assets

Contingent liabilities if any are disclosed by way of notes to the Balance Sheet. Provision is made in the accounts in respect of those contingencies, which are likely to materialize in to liabilities after the year-end, till the finalization of the accounts, and have material effect on the position stated in the Balance Sheet. Contingent Assets are not recognized in the financial statement.

7. Statutory Reserve:

In accordance with the prudential Norms prescribed by the Reserve Bank of India (Amendment) Act, 1997, Twenty percent of the Profit after Taxation of the current year have been transferred to the Statutory Reserve.

SCHEDULES FORMING PART OF THE BALANCE SHEET

Particulars	As at 31.03.2013		As at 31.03.2012	
	Number	(Rs.)	Number	(Rs.)
2 Share Capital:				
Authorized:				
Equity shares of Rs.10/- each	52,50,000	5,25,00,000	52,50,000	5,25,00,000
Total	52,50,000	5,25,00,000	52,50,000	5,25,00,000
Issued, subscribed and fully paid up:				
Equity shares of Rs.10/- each				
At the beginning of the reporting period	51,00,400	5,10,04,000	51,00,400	5,10,04,000
Issued during the reporting period		-		-
Bought back during the reporting period		-		-
At the close of the reporting period	51,00,400	5,10,04,000	51,00,400	5,10,04,000

Other Information

1. Equity shares include:

I Terms/Rights attached to Equity Shares

The company has only one class of equity share having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. All shares rank pari passu with regard to dividend.

II Particulars of equity share holders holding more than 5% of the total number of equity share capital:

a. No. of Shareholders holding more than 5% of shares as on

* As per records of the company including its register of shareholders/members

3 Reserves and Surplus:

Particulars	Other reserves (Rs.)	Surplus i.e. balance in Statement of Profit & Loss (Rs.)	Total (Rs.)
At the beginning of the reporting period	372,512	(9,233,712)	(8,861,200)
Transferred from/to Profit & Loss Account	620	2,473	3,093
At the close of the reporting period	373,132	(9,231,239)	(8,858,107)
At the close of the previous reporting period	372,512	(9,233,712)	(8,861,200)

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
4 Long term Borrowings*		
1) Unsecured Loans:		
a) Loans and advances from related parties	2,538,786	2,568,786
Others	10,000,000	
	12,538,786	2,568,786

* No terms for interest and repayment has been stipulated and as informed by the management , the above loans and advances are expected to be repayable after twelve months.

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
5 Other current liabilities:		
a) Other payables	1,156,180	28,090
	1,156,180	28,090

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
6 Short term provisions:		
a) Others (Provision for Tax)	1200	900
	1200	900

NOTES TO FINANCIAL STATEMENTS

Details of Investments	Name of the Company	Quantity 31.03.2013	Quantity 31.03.2012	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
7 Non Current Investments:					
Non-Trade At Cost					
a) Investments in Equity Instruments:					
l) Others					
Fully paid up					
Quoted	Trio Mercantile & Trading Limited of Rs.10/-each	405	405	2,025	2,025
	Tricom India Limited of Rs.2/- each	6750	6750	5,636	5,636
Unquoted	Combos Silk Mills Pvt Ltd of Rs.10/- each	5	5	500	500
	ARSS Engineering Ltd	1000000	-	10,000,000	-
a) Investments in debentures or bonds					
l) Others					
Partly paid up of Rs16/- each					
Unquoted	14% Convertible Debenture of Shamrock Industrial Co Ltd of Rs.8/- paid up	83	83	664,800	664,800
Total				10,672,961	672,961
Additional Information:					
1) Aggregate value of quoted investments:					
Cost				7,661	7,661
Market Value				18,502	74,588
2) Aggregate value of unquoted investments:					
Cost				10,665,300	665,300

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
8 Long term loans and advances:		
a) Other loans & advances	42,310,688	36,910,688
Total	42,310,688	36,910,688
Additional information:		
1) Breakup of above:		
a) Unsecured, considered good & subject to confirmation	42,310,688	36,910,688
Total	42,310,688	36,910,688
9 Other non current assets		
a) Others	27,024	27,024
Total	27,024	27,024
Additional information:		
1) Breakup of above:		
a) Unsecured, considered good	27,024	27,024
Total	27,024	27,024
10 Inventories:		
a) Stock in trade	1,758,418	4,558,418
Total	1,758,418	4,558,418
11 Cash and cash equivalents:		
a) Balances with banks		
- in other accounts *	833,776	34,545
b) Cash on hand	239,192	236,940
Total	1,072,968	271,485
*includes non operative account balance of Rs. 24870/-		

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
12 Other Current Assets		
a) Share Application Money	-	2,300,000
	-	2,300,000
13 Revenue from operations:		
a) Sale of Shares	2830000	
b) Sale of services (Brokerage)	4500	67,500
	2,834,500	67,500
14 Other Income:		
a) Dividend Income		
- from long term investments	123	245
b) Other non operating income (net of expenses directly attributable to such income)		
	123	245
15 Changes in inventories of finished goods, work in progress and stock in trade:		
Stocks at the end of the year		
a) Trading goods		
Goods A	1758418	4,558,418
	1,758,418	4,558,418
Less:		
Stocks at the beginning of the year		
a) Trading goods		
Goods A	4,558,418	4,558,418
	4,558,418	4,558,418
	(2,800,000)	-
16 Other expenses:		
a) Payment to the auditors		
- as auditor	28090	28,090
b) Miscellaneous expenses	3140	34,880
	31,230	62,970
17 Earnings per share:		
Basic/Diluted		
Profit for the year after tax expense	3,093	3,875
Weighted average number of equity shares	5,100,400	5,100,400
Earning per share	0.00061	0.00076

18 Notes to Accounts

1. Contingent Liabilities and Commitments(to the extended not provided for) Uncalled amount on Convertible Debenture Rs.664800/- (P.Y Rs.664800/-)

2. Related Parties Disclosure

- i) Subsidiaries: Nil
- ii) Key Managerial Personnel:
 1. Mr. Paresh Pathak
 2. Mr. Ravindra Mishra
 3. Mr. Mahesh Raut

Particulars	Related Parties	
	2012-13	2011-12
Amount due to/from related parties		
Earnings per share:		
Basic\ Diluted		
Unsecured Loan Taken	2538786	2568786

3. In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non-current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

Signatures to Schedule 1 to 18
As per our attached Report of even date

For **Koshal & Associates**
Chartered Accountants
Firm Number: 121233W

Sd/-
(Koshal Maheshwari)
Proprietor
Membership No. 043746

Mumbai
02.08.2013

For and on behalf of the Board of Directors
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Sd/-
(Ravindra T. Mishra)
Director

Sd/-
(Mahesh Raut)
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	AS ON 31.03.2013	AS ON 31.03.2012
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) before tax and Extra Ordinary items	3,393.00	4,775.00
Adjustment for:-		
Depreciation	-	-
Misc. Balance Written Off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,393.00	4,775.00
Adjustment for:-		
Trade and other receivables		2,395,358.00
Trade Payables	1,128,390.00	(4,100.00)
Others receivables/Current Assets/Deferred Tax Assets	(16,700,000.00)	-
Cash generated from operations	(15,571,610.00)	2,391,258.00
Direct Taxes Paid	(300.00)	(900.00)
Extra-Ordinary Items		
NET CASH FLOW FROM OPERATING ACTIVITIES I	<u>(15,568,517.00)</u>	<u>2,395,133.00</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
New Investments	1,000,000.00	-
Sale of Investments	-	-
Interest Received	-	-
Dividend Received	-	-
NET CASH USED IN INVESTING ACTIVITIES II	<u>1,000,000.00</u>	<u>-</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Loan Received	5,400,000.00	(4,690,358.00)
Proceeds from issue of share capital		
Proceeds from Long term borrowings	9,970,000.00	2,360,000.00
Repayment of Financial Liability/Lease	-	-
Dividend Paid		
NET CASH USED IN FINANCING ACTIVITIES III	<u>15,370,000.00</u>	<u>(2,330,358.00)</u>
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)	<u>801,483.00</u>	<u>64,775.00</u>
Add:- CASH & CASH EQUIVALENTS AS AT BEGINNING	271,486.00	206,711.00
CASH & CASH EQUIVALENTS AS AT END	<u>1,072,968.00</u>	<u>271,486.00</u>

For and on behalf of the Board of Directors
WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Date: 02.08.2013
Place: Mumbai

Sd/-
(Rravindra T. Mishra)
Director

Sd/-
(Mahesh Raut)
Director

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of **WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED** for the period ended 31st March, 2013. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with correspondence Profit & Loss Account and Balance Sheet of the Company covered by our report of 02.08.2013 to the members of the Company.

In terms of our Certificate of even date

As per the report of even date
For Koshal & Associates
Chartered Accountants

Date: 02.08.2013
Place: Mumbai

Sd/-
Koshal Maheshwari
Proprietor

WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Regd. Office: 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra,
Off S. V. Road, Borivali (W), Mumbai - 400 092.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE. _____

Name of the Shareholder (In Block Letters) _____

Register Folio No/DP ID & Client ID No. _____

No. of Shares held _____

Name of the Proxy (In Block Letters) in case the Proxy attends instead of the Shareholder(s). _____

I hereby record my presence at the 19th Annual General Meeting of the Company to be held at Office: 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra, Off S. V. Road, Borivali (W), Mumbai - 400092 on Friday, 27th September, 2013 at 09.00 A.M.

Signature of the Shareholder or Proxy _____

----- TEAR HERE -----

WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Regd. Office: 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra,
Off S. V. Road, Borivali (W), Mumbai - 400 092.

PROXY FORM

DP ID & Client ID No. _____

Folio No _____

No. of Shares _____

I/We _____

of _____

being a Member / Shareholders of WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED hereby appoint _____

_____ of _____ or failing him/ her

_____ of _____

as my / our proxy in my/our absence to attend and vote for me/us, and on my/our behalf at the 19th Annual General Meeting of the Company to be held at Office: 613/B, Mangal Aarambh, Near Mcdonalds, Korakendra, Off S.V.Road, Borivali (W), Mumbai - 400092 on 27th September, Friday 2013 at 09.00 A.M. and/or at any adjournment thereof.

Signed this _____ day of _____ 2013

Signature _____

Affix
Revenue
Stamp

Note: 1. The Proxy must be deposited at the Registered Office of the Company at _____ not less than 48 hours before the time for holding the meeting.

Book Post

If Undelivered Please Return to :

WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Regd. Office: 613/B, Mangal Aarambh, Near Mcdonalds,
Korakendra, Off S. V. Road, Borivali (W),
Mumbai - 400 092