

16TH ANNUAL REPORT

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

**FINANCIAL YEAR
2009-10**

BOARD OF DIRECTORS:

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

REGISTERED OFFICE: 134, GREAT WESTERN BUILDING,
NAGINDAS MASTER ROAD EXTN. FORT,
MUMBAI, MAHARASHTRA- 400023.

AUDITORS: Koshal & Associates
Chartered Accountants

BANKERS: ORIENTAL BANK OF COMMERCE

Registrar and Share : In House
Transfer Agent

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. Accompanying Notes to the Financial Statements	20
12. Significant Accounting Policies	23
13. Cash Flow Statement	28
14. Attendance Slip	30
15. Proxy Form	30

NOTICE

Notice is hereby given that 16th Annual General Meeting of the Members of M/s WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED will be held at the Registered office of the Company situated at 134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400023 on Wednesday 29th Day of September, 2010 at 9.00 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, 2010 and Balance Sheet as at that date, Cash Flow Statement for the year ended 31st March, 2010 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.

Registered Office:
134, Great Western Building,
Nagindas Master Road Extn.
Fort, Mumbai-400023

For & on behalf of the Board

SD/-
Ravindra Mishra
CHAIRMAN

Date: 01.09.2010
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 WEDNESDAY, 22ND SEPTEMBER, 2010 TO 29TH SEPTEMBER, 2010 (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 have pleasure in presenting the 16th Annual Report together with Audited Accounts of the Company for year ended 31st March 2010.

1. FINANCIAL RESULTS:

Financial Results	For the Year ended 31st March, 2010 (Amt in INR)	For the Year ended 31st March, 2009 (Amt in INR)
Income/ (Loss)	Rs.8536648/-	Rs.353715/-
Less: Expenditure	Rs.8535939/-	Rs.3061519/-
Profit/ (Loss) before tax	Rs.709/-	(Rs.2707804/-)
Less: Tax Expenses	Nil	Nil
Profit/ (Loss) after tax	Rs.709/-	(Rs.2707804/-)

2. REVIEW OF OPERATION:

During the year Company has not earned much profit, but the Company is in the hope of better growth in future.

3. DIVIDEND

Your Directors have proposed not to recommend any Dividend for the year under consideration.

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/ invited any deposits from the Public with, meaning of Section 58A of the Companies Act, 1956 and Rules made there under and as such, no amount on account of principal or interest was outstanding on the date of the Balance Sheet.

6. DIRECTOR RESPONSIBILITY STATEMENT:

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

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2010 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) 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, 2010 on a going concern basis.

7. PARTICULARS OF EMPLOYEES

During the year under review, none of the employee were 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 Vishnuprasad 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

Koshal & Associates, Statutory Auditors of the Company, retire at the forth coming Annual General Meeting and being eligible, offer themselves for re-appointment.

The Board recommends their reappointment.

11. PARTICULAR OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSOPTION 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 DIRECTOR) 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: 01-09-2010
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 2010.

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 counterparties. 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

Place: Mumbai
Date: 30.06.2010

Sd/-
RAVINDRA MISHRA
CHAIRMAN & EXECUTIVE DIRECTOR

CORPORATE GOVERNANCE REPORT

(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 2009-10 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2010.

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 is not Considered.

II. Board Meetings, attendance, position held in meetings

The Board met five (5) times on 08.05.2009, 30.07.2009, 01.09.2009, 07.11.2009, 09.02.2010 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, 2010 are given below:

Name of the Director	Category	Attendance particular 2009-2010				
		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	NIL	2
Paresh Vishnuprasad Pathak	Independent Director	5	5	Yes	NIL	3

III. Information on Directors Appointment/Re-appointment

Mr. Paresh Vishnuprasad Pathak, 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

Audit Committee, during the year under review, comprise of three members out of them one is Independent Director. Mr Paresh Vishnuprasad Pathak, Independent Director, is the Chairman of the Audit committee; and Mahesh Jagdevrao Raut and Mr. Ravindra Tribhuvan Mishra, are members to the committee.

Committee met on 08.05.2009, 30.07.2009, 01.09.2009, 07.11.2009, 09.02.2010 for perusal of financial position, un-audited quarterly result and for Limited Review Report. The Accounts and Financial position perused by the Audit Committee were placed before the board for their consideration.

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 2009-10, the Investors' Grievance Committee met five (5) times on 08.05.2009, 30.07.2009, 01.09.2009, 07.11.2009, 09.02.2010.

Investors' Grievance Committee comprised of the following members:

Sr.No.	Name	Status	No. of meeting attended
1	Paresh Vishnuprasad Pathak	Chairman @ (Exe. & I)	5
2	Mahesh Jagdevrao Raut	Member	5
3	Ravindra Tribhuvan Mishra	Member @ (Exe.)	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 2009-10 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
2008-09	29/08/2009	09.00 A.M	134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai, Maharashtra- 400023.	NIL
2007-08	27/09/2008	09.00A.M.	134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai, Maharashtra- 400023.	NIL
2006-07	29/09/2008	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. 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.

XIV. 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 20.09.2010 to 29.09.2010 (both days inclusive)

XV. REGISTERED OFFICE:

The Registered Office Of The Company Is Situated At 134, Great Western Building, Nagindas Master Road Extn., Fort, Mumbai, Maharashtra - 400023.

CEO/CFO CERTIFICATION

To,
The Board of Directors
Welplace Portfolio and Financial Consultancy Services Limited

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: 30.06.2010
Place: Mumbai

SD/-
CHAIRMAN

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, 2010.

For & on behalf of the Board

Place: Mumbai
Date: 30.06.2010

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, 2010, 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, 2010 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

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 43746

Date: 30th June, 2010
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

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

We have audited the attached Balance Sheet of WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED as 31st March, 2010 the Profit and Loss Accounts and Cash Flow Statements of the Company for the year 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.

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

1. As required by Companies (Auditors' Report) Order, 2003 as amended by the Companies (Auditor's Report) (amendment) Order, 2004, issued by Central Government of India in terms of section 227 (4A) of Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent to which it is applicable to the Company.
2. Further to our comments in the annexure referred to in paragraph (3) above, we state 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 such books of accounts.
 - c. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet and Statement of Profit & Loss comply the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, as applicable
 - e. As per the information and explanation given to us, none of the Directors of the Company as on 31.03.2010 is disqualified from being appointed as a Director under clause (g) of sub –section (1) of Section 274 of the Companies Act, 1956.
 - f. In our opinion and according to the information & explanations made available to us, the said Balance Sheet and Profit & Loss Account subject to

Note no. 8 regarding valuation of shares and debentures held as investment and stock in trade

Note no. 9 regarding confirmation and reconciliation of balances

Of Schedule 13 read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view;

- i. Insofar as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010 and
- ii. Insofar as it relates to the Profit & Loss Account, of the PROFIT of the Company for the year ended on that date.

For **KOSHAL & ASSOCIATES.**
CHARTERED ACCOUNTANTS

Date: 30th June,2010
Place: Mumbai

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 43746

ANNEXURE TO INDEPENDENT AUDITORS REPORT

Referred in Paragraph 1 of our report of even date

- (i) (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.
- (ii) (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.
- (iii) (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) In view of our comments in (a) above, no further comments are warranted on rate on interest and the terms and conditions of such loans.
 - (c) In view of our comments in (a) above, no further comments are warranted on repayment of principal amounts and interest thereof.
 - (d) In view of our comments in (a) above, no further comments are warranted on overdue loans of more than Rs. 1,00,000/-
 - (e) According to the information and explanation given to us, the Company has not taken loans secured or unsecured from companies, firms or otherwise listed in the register maintained under Section 301 of the Act.
 - (f) In view of our comments in (e) above, no further comments are warranted on rate on interest and the terms and conditions of such loans.
 - (g) In view of our comments in (e) above, no further comments are warranted on repayment of principal amounts and interest thereof.
- (iv) 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.
- (v) (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.
- (vi) In our opinion and according to information & explanations given to us, the Company has not accepted deposits from public during the year under review.

- (vii) The Company does not have an internal audit system.
- (viii) The Central Government has not prescribed the maintenance of cost records by the Company under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (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, 2010 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.
- (x) The accumulated losses at the end of the financial year are not more than fifty percent of its net worth and it has not incurred cash losses during the year. However the Company has incurred cash loss of Rs.28.08 lacs in the preceding financial year.
- (xi) 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.
- (xii) 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.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual benefit Fund / Societies are not applicable to the Company.
- (xiv) 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.
- (xv) 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.
- (xvi) According to the information and explanations given to us, the Company has not taken any term loan.
- (xvii) According to the information and explanations given to us, no funds raised on short term basis have been used for long term purpose.
- (xviii) The Company has not made any preferential allotment during the year.
- (xix) The Company has not issued any Debentures.
- (xx) The Company has not raised any money by way of public issue.
- (xxi) 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

SD/-
KOSHAL MAHESHWARI
(Proprietor)
M. NO.: 43746

Date: 30th June,2010
Place: Mumbai

BALANCE SHEET AS AT MARCH 31,2010

Particulars	Schedule No.	As At 31.03.2010	As At 31.03.2009
SOURCES OF FUNDS :-			
Shareholder's Funds			
Share Capital	1	51004000	51004000
Reserve & Surplus	2	371459	371317
Share Application Money		-	-
Loan Funds			
Unsecured Loans	3	8953786	18068786
	Total	<u>60329245</u>	<u>69444103</u>
APPLICATION OF FUNDS :-			
INVESTMENTS			
	4	672961	672961
CURRENT ASSETS, LOANS & ADVANCES			
Inventories		11555128	20052747
Sundry Debtors	5	4390358	4390358
Cash & Bank Balances	6	140095	100919
Loans & Advances	7	34545293	35545293
		<u>50630874</u>	<u>60089317</u>
LESS :-CURRENT LIABILITIES & PROVISION :			
Sundry Creditors	8	203090	270506
Bank Overdraft		-	276736
Provision		2600	2600
		<u>205690</u>	<u>549842</u>
Net Current Assets		<u>50425184</u>	<u>59539475</u>
MISCELLANEOUS EXPENDITURE :-			
(To the Extent not Written off or Adjusted)			
Profit & Loss Account		9231100	9231667
	Total	<u>60329245</u>	<u>69444103</u>
Significant Accounting Policies	12		
Notes forming part of the Accounts	13		
As per the report of even date For KOSHAL & ASSOCIATES CHARTERED ACCOUNTANTS		For and on behalf of the Board of Directors	
SD/- (Koshal Maheshwari) Proprietor		SD/- DIRECTOR (Ravindra T. Mishra)	SD/- DIRECTOR (Paresh Pathak)
Date: 30.06.2010 Place: Mumbai			

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010

Particulars	NOTE NO.	For the year ended 31.03.2010	For the year ended 31.03.2009
INCOME :-			
Sales & Service Charges		8500000	300000
Other Income	9	36648	27715
Profit on Sale of Fixed Assets		-	26000
Total Income		8536648	353715
EXPENDITURE :-			
Increase/ Decrease in Stock	10	8497619	3002380
Operating & Administrative Expenses	11	38320	59139
Total Expenditure		8535939	3061519
Profit/(Loss) before tax		709	(2707804)
Less :- Provision for Taxation		-	-
Profit/(Loss) after tax		709	(2707804)
		<u>709</u>	<u>(2707804)</u>
Less :- Statutory Reserve		142	-
Profit /(Loss) for the year		<u>567</u>	<u>(2707804)</u>
Less : Short Provision for Income Tax		-	29612
Add : Balance Brought Forward		(9231667)	(6494251)
Balance Carried to Balance Sheet		<u>(9231100)</u>	<u>(9231667)</u>
Basic and diluted earning per Share (refere Sch -13 Note No.10)		0.00	(0.53)
Significant Accounting Policies	12		
Notes forming part of the Accounts	13		

As per the report of even date
For KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS

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

SD/-
(Koshal Maheshwari)
Proprietor

SD/-
DIRECTOR
(Ravindra T. Mishra)

SD/-
DIRECTOR
(Paresh Pathak)

Date: 30.06.2010
Place: Mumbai

SCHEDULES TO BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-I SHARE CAPITAL		
Authorised Share Capital:		
52,50,000 Equity Shares of Rs.10/- each	52500000	52500000
Issued, Subscribed, and Paid up Share Capital:		
51,00,400 Equity Shares of Rs.10/- each fully paid up.	51004000	51004000

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-II RESERVE AND SURPLUS		
Statutory Reserve	371459	371317
Total	371459	371317

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-III UNSECURED LOANS		
From Body Corporate	8953786	18068786
Total	8953786	18068786

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE IV: INVTMENTS		
Long-Term Investments		
Quoted (Other Than Trade At Cost):		
405 Equity shares of <i>Trio Mercantile & Trading Limited</i> of Rs. 10/- Each fully paid up (Market Price Nil.)	2025	2025
6750 Equity Shares Of <i>Tricom India Limited</i> Rs. 2/-each Fully paid up (Market Price Rs.15.02)	5636	5636
Unquoted (Trade At Cost):		
83,100 14% Convertible Debenture of <i>Shamrock Industrial Co. Ltd.</i> Of Rs. 16/-each Rs. 8/- paid up.	664800	664800
5 Equity shares of <i>Combos Silk Mills Pvt. Ltd.</i> of Rs. 10/- each, fully paid up.	500	500
Total	672961	672961

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-V		
SUNDRY DEBTORS		
(Unsecured Considered Good)	-	-
Others- More than Six Months	4390358	4390358
Total	43903584	390358

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-VI		
CASH AND BANK BALANCES		
Cash on Hand	101004	71124
Bank Balances with schedule Bank on Current Account	39091	29795
Total	140095	100919

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-VII		
LOANS AND ADVANCES		
Advance Recoverable in cash or kind	32203330	33203330
Tax Paid	41963	41963
Share application money	2300000	2300000
Total	34545293	35545293

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-VIII		
CURRENT LIABILITIES & PROVISION		
Other Liabilities	199781	270506
TDS Payable	3309	-
Total	203090	270506

SCHEDULES TO PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-IX OTHER INCOME		
Interest	-	24330
Brokerage	35000	-
Dividend	1648	3385
Total	36648	27715

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-X INCREASE / DECREASE IN STOCK		
Closing Stock	11555128	20052747
Less: Opening Stock	20052747	23055127
Total	(8497619)	(3002380)

Particulars	As on 31st March 2010	As on 31st March 2009
SCHEDULE-XI OPERATING & OTHER EXPENSES		
Bank & Other Financial Charges	110	178
Printing & Stationery	1478	2162
Audit Fees	33090	33090
Conveyance and Travelling Expenses	3642	4147
Demat Charges	-	562
Filling Fees	-	19000
Total	38320	59139

SCHEDULE – 12

SIGNIFICANT ACCOUNTING POLICIES

1) Basis of Accounting:

The financial statements have been prepared under the historical cost convention, on the basis of going concern, and on accrual method of accounting, in accordance with Generally Accepted Accounting Principles (GAAP) and provision of the Companies Act 1956 as adopted consistently by the Company. All income and expenditure having material bearing of financial statements are recognized on accrual basis. The company has completed with all the mandatory Accounting Standards (AS) issued by the Institute of Chartered Accountants of India, to the extent applicable.

2) Revenue Recognition

a) Income from operations:-

Income from operations which comprises dealing in shares and securities, interest on inter corporate deposits/loans, commission sub underwriting commission etc. are all accounted for on accrual basis. Dividend income is accounted for when the right to receive is established.

3) Fixed Assets & Depreciation

- i. Fixed Assets are stated at cost inclusive of expenses less accumulated depreciation. For this purpose cost comprises of cost of acquisition and all costs directly attributable to bringing the asset to the present condition for its intended use.
- ii. Method of Depreciation

Depreciation is provided during the year under Written Down Value method, on pro-rata basis at the rates prescribed under Schedule XIV of the Companies Act 1956.

4) Investments

As per the policy of the company, all the investment are treated as Long term Investment. Investments are stated at cost. In case of quoted investments, provision for diminution in value of investment is made, if such diminution is of permanent nature.

5) Statutory Reserve

In accordance with Section 45-IC of the Reserve Bank Of India (Amendment) Act, 1997, twenty percent of the Profit after taxation is to be transferred to Statutory Reserve.

6) Stock-in-trade

To comply with the Prudential Norms prescribed by the Reserve Bank of India, stock in trade has been valued at Cost or available market quotation whichever is lower, scrip wise.

7) Borrowing Costs

Borrowing Costs that are attributable to the acquisitions, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged as an expenses in the year in which these are incurred.

8) Retiring Benefits

In the opinion of the management, leave is meant to be availed of and the employees have been advise to plan their leave in advance while in service and immediately before superannuation. Accordingly leave payments to employees are accounted for on payments basis.

9) Treatment of Contingent Liabilities

Claims against the Company are recognized when Board of Directors determine that it is probable that the liability will be payable. Claims made by the Company are recognized when formal intimation of the agreement of the Claim is received from the counter parties.

10) Accounting Standard 22 issued by The Institute of Chartered Accountant of India on accounting for taxes on income become mandatory effective from April 1, 2001. However on a conservative basis, the company has not recognized the deferred tax asset.

General:

Accounting policies not specifically referred to are consistent with the Indian Generally Accepted Accounting Principles (GAAP).

SCHEDULE – 13

NOTES FORMING PART OF ACCOUNTS

1) In the opinion of the Board, the current assets, Loans and Advances have been stated at a value realizable in the ordinary course of business. The provision for all known liabilities are adequate and neither in excess nor in short of the amount reasonably necessary.

2) Taxation

The provision for tax is based on the assessable profit of the Company computed in accordance with Income Tax Act, 1961.

3) Auditors Remuneration includes

	As on March 31, 2010
Audit Fees	Rs.33,090
Total	Rs.33,090

4) As confirmed by the management and on the basis of information available with the Company regarding the status of the Small Scale Industrial Undertaking, there is no amount outstanding as on the date of the Balance Sheet.

5) **Additional information pursuant to the provision of Paragraph B Part II Schedule VI have been given herein below, to the extent applicable :**

- a) Particulars in respect of opening stock, purchases, sales, and closing stock of shares/debentures and other items traded in:

	For the Year	
	2009-2010 Quantity	2008-2009 Quantity
Opening Stock		
Equity Shares	244800	304800
Amount (Rs.)	20052747	23055128
PURCHASES		
Equity Shares**	0	0
Amount (Rs.)	0	0
SALES		
Equity Shares	10625	60000
Amount (Rs.)	8500000	300000
CLOSING STOCK		
Equity Shares	234175	244800
Amount (Rs.)	11555128	20052747
CIF value of Imports of raw material, components, spares parts and Capital goods.		NIL
Expenditure in Foreign currency Travelling and Other Expenses	NIL	NIL
Remittance in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

6) SEGMENT REPORTING

The Company's comprises of only one segment Non-Banking Finance Company.

7) RELATED PARTY DISCLOSURES

Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given Below :-

- a) Key Management Personnel

1.	Paresh V. Pathak	Director
2.	Mahesh J. Raut	Director
3.	Ravindra T. Mishra	Director

- 8) The unquoted shares and debentures held as investment and stock in trade has not been revalued during the year and stated as cost as per company's policies. The fall in value could not be ascertained.

9) Balance of Sundry Debtors, Loans & Advances and Unsecured loans are subject to confirmation and Reconciliation if any.

10) Basic and Diluted earning per Share

Profit After Tax	709	(2707804)
No. of weighted average Equity Shares	5100400	5100400
Basic and Diluted earning per Share	0.00	(0.53)

11) Contingent Liability :

Uncalled amount on partly paid up Convertible Debenture Rs. 664800/- (P.Y. Rs. 664800/-).

12) The previous year figures are regrouped, rearranged, reclassified to make them comparable with that of current year.

13) Sundry Debtors include Rs. 4390358/- from the Private Company in which two directors of the company is interested as director and member of the said company.

As per the report of even date
For KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

SD/-
Proprietor
(Koshal Maheshwari)

SD/-
DIRECTOR
(Ravindra T. Mishra)

SD/-
DIRECTOR
(Paresh Pathak)

Date: 30.06.2010

Place: Mumbai

1) BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

I	Registration Details :	
	Registration No.	082540
	State Code	11
	Balance Sheet Date:	30/06/2010

II	Capital Raised during the year	
	Public Issue	NIL
	Right Issue	NIL
	Bonus Issue	NIL
	Private Placement	NIL

III Position of Mobilisation and Development of Funds

Rupees	Amt. Rs.
Total Liabilities	6,03,29,245
Total Assets	6,03,29,245
Sources of Fund	
Paid-up capital	5,10,04,000
Reserves & Surplus	3,71,459
Secured Loans	—
Unsecured Loans	89,53,786
Application of Funds	
Net Fixed asset	—
Investment	6,72,961
Net Current assets	5,04,25,184
Miscellaneous Expenditure	

IV.	Performance of Company	Profit/Loss After Tax	709	
	Turnover (Gross Income)	85,36,648	Earning Per Share	NIL
	Total Expenditure	85,35,939	Dividend Rate%	NIL
	Profit/Loss Before Tax	709		

As per the report of even date

For KOSHAL & ASSOCIATES.
CHARTERED ACCOUNTANTS

Sd/-
KOSHAL MAHESHWARI
(Proprietor)

Place: Mumbai
Date : 30.06.2010

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	AS ON 31.03.2010	AS ON 31.03.2009
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) before tax and Extra Ordinary items	709.00	(2,707,804.00)
Adjustment for:-		
Depreciation	-	-
Misc. Balance Written Off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	709.00	(2,707,804.00)
Adjustment for:-		
Trade and other receivables	-	-
Trade Payables	(67,416.00)	203,090.00
Others receivables/Current Assets/Deferred Tax Assets	8,497,619.00	3,002,380.00
Cash generated from operations	8,430,203.00	3,205,470.00
Direct Taxes Paid	-	(29,612.00)
Extra-Ordinary Items	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES I	8,430,912.00	468,054.00
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
New Investments	-	-
Sale of Investments	-	-
Interest Received	-	-
Dividend Received	-	-
NET CASH USED IN INVESTING ACTIVITIES II	-	-
C CASH FLOW FROM FINANCING ACTIVITIES		
Loan Received	1,000,000.00	817,662.00
Proceeds from issue of share capital	-	-
Proceeds from Long term borrowings	-	(282,000.00)
Repayment of Financial Liability/Lease	(9,391,736.00)	(990,000.00)
Dividend Paid	-	-
NET CASH USED IN FINANCING ACTIVITIES III	(8,391,736.00)	(454,338.00)
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)	39,176.00	13,716.00
Add:- CASH & CASH EQUIVALENTS AS AT BEGINNING	100,919.00	87,203.00
CASH & CASH EQUIVALENTS AS AT END	140,095.00	100,919.00

For and on behalf of the Board of Directors

Date: 30.06.2010
Place: Mumbai

Sd/-
Director
Ravindra T. Mishra

Sd/-
Director
Paresh Pathak

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of **WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED** for the period ended 31st March, 2010. 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 30.06.2010 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

Place: Mumbai
Date: 30.06.2010

Sd/-
Koshal Maheshwari
Proprietor

WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Regd. Office: 134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400023
CIN: L67120MH1994PLC082540

ATTENDANCE SLIP

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 16th Annual General Meeting of the Company to be held at 134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400023 Wednesday 29th Day of September, 2010 at 9.00 A.M.

Signature of the Shareholder or Proxy _____

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

WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED

Regd. Office: 134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400023
CIN: L67120MH1994PLC082540

PROXY FORM

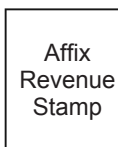
DP ID & Client ID No. _____
Folio No _____
No. of Shares _____

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 16th Annual General Meeting of the Company to be held at Office: 134, Great Western Building, Nagindas Master Road Extn. Fort, Mumbai-400023 Wednesday 29th Day of September, 2010 at 9.00 A.M. and /or at any adjournment thereof.

Signed this _____ day of _____ 2010

Signature _____



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: 134, Great Western Building,

Nagindas Master Road,

Extn. Fort, Mumbai - 400 023.