

**Regd. Office:**

“Reliable House”

A-6, Koh-e-fiza, Indore Road

Bhopal -462001 (MP)

Phone: 0755-2539592

**BOARD OF DIRECTORS:**

Mr. Sikandar Hafiz Khan	: Chairman & Mg. Director
Mr. S. Shankar Narayanan	: Director
Mr. Chandan Mitra	: Director
Mr. Parkash Singh	: Director
Mr. Rajendra Malpani	: Director
Mr. Abdul Tahir	: Director
Mr. Ranjay K. Dawar	: Director

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

Mr. S. S. Raghuwanshi

**BANKERS:**

Vysya Bank Ltd., Malviya Nagar, Bhopal  
Bank of Baroda, Habibganj Branch, Bhopal  
HDFC Bank Ltd., Arera Colony, Bhopal.

**AUDITORS:**

M/s. MAK & Associates,  
Chartered Accountants  
Indore, MP.

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RELIABLE VENTURES INDIA LIMITED  
Regd. Office: "Reliable House", A-6, Koh-e-fiza  
Indore Road, Bhopal- 462 001 (M.P.)

**NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the members of the Reliable Ventures India Limited will be held on **Saturday, the 29th day of Sept., 2012** at 4.00 PM at Hotel Noor-Us-Sabah Palace, VIP road, Bhopal, Madhya Pradesh, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2012, Profit & Loss Account for 12 months period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. S. Shankar Narayanan who retires by rotation and, being eligible, offers himself for re-appointment as such.
3. To appoint Director in place of Mr. Abdul Tahir who retires by rotation and, being eligible, offers himself for re-appointment as such.
4. To appoint MAK & Associates, the retiring Auditors as Auditors of the Company to hold office as such from the conclusion of this meeting till the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remunerations.

**SPECIAL BUSINESS:**

5. To consider and pass , with or without modifications, the following resolution as special resolution

**"RESOLVED THAT** in term of the Resolution adopted by the Board of Directors of the Company in its meeting

held on 24<sup>th</sup> day of ~~October~~ 2011, and pursuant to Sections 198, 269, 309, 310 , 311 and other applicable provisions contained under the Companies Act 1956 read with Part-II, Section II, Clause 1 (A) of Schedule XIII to the said Act all other applicable provisions of the Act or any statutory modifications or re-enactment thereof, Article 96 of the Articles of Association of the Company and subject to such further sanctions and permissions as might be necessary, the appointment of Mr. Rajendra Malpani, one of the Directors of the Company, as Whole Time Director and designated as Executive Director for a period of 3 years commencing from 1<sup>st</sup> day of October, , 2011 , be and is hereby approved on the terms, conditions and payment of remuneration as set out in the attached explanatory statement hereof and that in the event of inadequacy or absence of profits in any financial year / years , the remuneration comprising of consolidated salary of Rs. 50,000/- ( Rupees Fifty Thousand only) as set out in the explanatory statement to the resolution be paid to him as minimum remuneration and that the Board of Directors of the Company be and are hereby authorized to review/ enhance the remuneration payable to Mr. Malpani within the limits specified in the said part / section and clause of the said Schedule of the Act"

By Orders of the Board

S. SHANKAR NARAYANAN  
DIRECTOR

Bhopal :25<sup>th</sup> Aug, 2012

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY AND THAT IN ORDER TO BE VALID, THE INSTRUMENT OF PROXIES DULY COMPLETED IN ALL RESPECTS MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING.
2. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting is given in the Annexure to the notice.
3. The Register of members and transfer books of the Company shall remain closed w.e.f. Sept. 27, 2012 to Sept. 29, 2012, both the days inclusive for the purpose of the Annual General Meeting.
4. M/s. Sharex Dynamic (India) Pvt. Limited having its registered office at 17/B, Dena Bank Building, Horniman Circle, 2<sup>nd</sup> Floor, Fort, Mumbai 400 001 continue to act as Registrar and Share transfer agents of the Company. The said company at its unit NO.1 located at Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), and Mumbai-400072 under takes the share registry job.
5. The Company has established connectivity with both the depositories namely NSDL and CDSL, Mumbai and the ISIN allotted to the security of the Company is INE419H01019. Share holders who have not yet opened Demat account so far are requested to open the account with the depositories of their choice and surrender the physical certificates of the security for dematerialization.
6. The Company has started maintaining of a functional website that contains basic information about the company and it can be accessed by interested entities as and when needed. Its address is "Noorussabahpalace.com"
7. Members / duly appointed proxies should bring the enclosed attendance slip, duly filled in, for attending the meeting
8. The members are requested to:
  - a. quote their Folio Number(s)/ Client ID numbers in all correspondence with the Company and
  - b. notify the Company about changes in their postal addresses, if any.
9. A copy of the notice is being posted on the aforesaid website of the Company

RELIABLE VENTURES INDIA LIMITED: BHOPAL

ANNEXURE TO THE NOTICE OF 19TH ANNUAL GENERAL MEETING.

Name of the Director	Mr. S. Shankar Narayanan	Mr. Abdul Tahir
Date of Birth	05/05/1952	12/09/1971
Nationality	Indian	Indian
Date of initial Appointment	10/08/1996	29/07/2011
Date of last re-appointment	30/09/2010	30/09/2011
Qualifications	B.Sc & CAIIB	MBA-Marketing
Expertise in Functional Area	Ex-Banker from Bank of India & Middle East, UAE, Expert in Financial Management, Project Financing and Industrial Relations.	Possess long and proven experience in strategic business & market planning, development, sales forecasting
No of shares held in the Company	2000 Equity Shares of Rs. 10/- each	50000 Equity Shares of Rs. 10/- each
List of Directorships in other Indian Public companies	Reliable Smartcity Ltd.	Not Applicable
Position held in other companies in which he is Director as on 31/3/2010	Not Applicable	Not applicable

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 5

Acting upon the recommendations of the Remuneration Committee of the Company originating out of the long felt need of revamping the existing Account and Finance Function of the Company and ensuring that the said functions are carried out in accordance with, in time and within the purview of law and there remains no probability of any shortcomings in the matter of compilation and reporting thereof by induction of at least one well versed full-time supervisor followed by identification of Mr. Rajendra Malpani, one of the rotational Directors of the Company as most suitable hand for the purpose, the Board of Directors in its meeting held on 24<sup>th</sup> day of October, 2011 approved the appointment of Mr. Rajendra Malpani, as Whole-time Director designated as Director -Finance & Accounts of the Company and recommended payment of remunerations to him by way of a fixed Salary of Rs. 50,000/- ( Rupees fifty Thousand only) on monthly basis subject to the ceiling specified under Para (A) Part and Section II of Schedule XIII of the Companies Act, 1956.

Mr. Rajendra Malpani is a young and dynamic management consultant and possess over 20 years of experience as consultant in the Finance, Account and Taxation Segments He is one of the members of the Audit and Remuneration Committees He holds 5007 equity shares of the Company and does not have any other pecuniary relationship with the company, its promoters and its managerial personnel. Except remuneration and sitting fee approved by the Board, he is not paid any other remuneration by the Company. He holds directorship in seven private limited companies, namely, Goldshine Construction Pvt. Ltd., Sai Darshan Value Homes Private Limited, Sunbeam Vyapaar Private Limited, Radhe Kripa Developers Private Limited, Reliable Dairy and Farm product Private Limited, Reliable Carriers Private Ltd. and Noor-Us-Sabah Housing Projects Private Ltd.

The material terms & conditions of the appointment are as follows:

1. Duties and reporting:

The Appointee shall carry out such duties as may be entrusted to him by the Chairman and the Board at any time and from time to time and shall report to the Chairman and Managing Director of the Company.

2. Period of reappointment:

3 years from 1st day of October, 2011

3. Remuneration: Fixed remuneration of Rs. 50000/- ( Rupees Fifty thousand per month only)

The above remuneration shall be admissible to him as minimum remuneration even in the absence or in adequacy of profits and the Board of Directors of the Company shall be competent to approve periodical and upward revision in the remunerations within the limit specified under paragraph (A), Section and Part II of Schedule XIII of the Companies Act, as may remain in force at any time and from time to time.

Other disclosures:

In term of requirements of the said Paragraph of the said Schedule, your directors do hereby state, declare and confirm that the Company is a zero debt company, it has not accepted ay deposits from public, has not made any default in repayment in any of its debts, including public deposits or debentures or interest thereon for any period during the preceding financial years and before the date of proposed appointment of and payment of remuneration to Mr. Rajendra Malpani

Since the appointment and payment of above remuneration to the said incumbent is subject to the approval of the Members in General Meeting, the Directors recommend adoption of the resolution contained under item No.5 of the annexed notice as special resolution.

None of the Directors, except Mr. Rajendra Malpani, is interested or concerned in the resolution

By order of the Board  
For Reliable Ventures India Ltd

SD/-

S. SHANKAR NARAYANAN  
DIRECTOR

Bhopal:

Dated : August, 25, 2012