ARTHEON

ANNUAL ACCOUNTS

FOR EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

ARTHEON FINANCE LIMITED

ARTHEON FINANCE LIMITED

Corp:B-103, 1st Floor, Kewal Tower, Opp. SNDT Girls College, Liberty Garden Road, Malad (W) Mumbai – 400 064.

Notice of Annual General Meeting

NOTICE is hereby given that the 28th Annual General Meeting of the members of Artheon Finance Limited will be held on Saturday, 30th March, 2013 at 11 a.m. at 6th Floor, Neelkanth Apartments, Ramchandra Lane, Malad (West), Mumbai – 400064 to transact the following businesses:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at September 30, 2012 and audited Profit and Loss Account for the period ended on that date together with the reports of the Directors and the Auditors thereon.

2. To appoint a director in place of Mrs. Raina Jain who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint M/s J. Kala & Associates, Chartered Accountants (Firm Registration No. 118769W) as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** in accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. Anil Prakash Chhabra, who was appointed as an Additional Director and who ceases to hold office as per the provisions of Section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director as per the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company."

By Order of the Board of Directors
For **Artheon Finance Limited,**

ARTHEON FINANCE LTD. MUMBAI

Place: Mumbai

Date: March 5, 2013

Director

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy, should however be deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

2. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

3. The Register of Directors Shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the meeting.

4. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956 and all documents as mentioned in the resolutions and or explanatory statement will be available for inspection by the members at the registered office of the Company.

5. The Register of Members and Share Transfer Books of the Company will remain closed from March 22, 2013 to March 29, 2013 (both days inclusive).

6. Members holding shares in physical form are requested to notify the change in their address to the Registrar Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd. having office address at D-153 A, First Floor, Okhla Industrial Area, Phase - 1, New Delhi, Delhi, 110020. Members should quote their folio numbers in the correspondence.

8. Members will not be distributed any gift, compliment or kinds of such nature at the AGM.

9. An Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business is annexed.

ANNEXURE TO THE NOTICE

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

Item No. 4

Mr. Anil Prakash Chhabra was appointed as an Additional Director by the Board of Directors of the Company at its Meeting held on 28th February, 2013. He holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 82 (1) of the Articles of Association of the Company. The Company has received a notice from a Member signifying his intention to propose Mr. Anil Prakash Chhabra as a candidate for the office of Director of the Company at the ensuing Annual General Meeting.

Mr. Anil Prakash Chhabra has completed Bachelor of Science and MBA from Mumbai. He is an Industrialist having total experience of more than two decades in business. He is a very dynamic leader and an able administrator with a career spread over span of more than two decades. He is an excellent people manager and is extremely conscious on the quality and timely delivery of services.

The notice under Section 257 of the Companies Act, 1956 has been received by the Company together with deposit of Rs.500/- from a member signifying his intention to propose Mr. Anil Prakash Chhabra for appointment as a Director of the Company liable to retire by rotation.

The Board considers Mr. Anil Prakash Chhabra's association as an Independent, Non-Executive Director would be beneficial and in the best interest of the Company and recommends passing of the Ordinary Resolution contained in Item No. 5 of the accompanying Notice.

None of the Directors of the Company other than Mr. Anil Prakash Chhabra is interested or concerned in the resolution.

By Order of the Board of Directors
For Artheon Finance Limited

ARTHEON FINANCE LTD. MUMBAI

Director

Place: Mumbai
Date: March 5, 2013

DIRECTORS' REPORT

To,
The Share holders of
Artheon Finance Limited

Your Directors take pleasure in presenting the 28th Annual Report of the Company together with Audited Financial Statements for the eighteen months period ended September 30, 2012.

CHANGE IN NAME & REGISTERED OFFICE ADDRESS

In accordance with the approved Scheme of Amalgamation and pursuant to Order dated 20th December, 2012 issued by the Hon'ble Bombay High Court, the name of the Company will change from Artheon Finance Limited to VJTF Eduservices Ltd. and the Registered Address of the Company will shift from 201, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai – 400 018 to 1st Floor, Neelkanth Apartment, Ramchandra Lane, Malad (W), Mumbai – 400 064. Your Company has already made application in this regard to Registrar of Companies and has received approval for change in the registered office. Your Company is hopeful of receiving the approval for change in name from Registrar of Companies shortly.

FINANCIAL PERFORMANCE

PARTICULARS	For The Eighteen Months Period Ended 30th September, 2012 (₹)	For the year ended 31st March, 2011 (₹)
Revenue from Operation	142,378,472	325,769
Other Income	3,010,098	892,214
Total Income	145,388,570	1,217,983
Total Expenses	164,754,623	3,091,499
Operating Loss	(19,366,053)	(1,873,516)

Less: Finance Cost	13,691,682	8,035
Less: Depreciation and Amortization Expense	21,461,409	645,188
Loss before Tax	(54,519,144)	(2,526,739)
Provision for Tax (Net)	(2,888,294)	1,575,606
Loss after Tax	(51,630,850)	(4,102,345)
Add: Balance of Statement of Profit and Loss taken over as per the scheme of amalgamation.	8,501,566	-
Balance brought forward	27,541,614	31,643,959
Balance carried to Balance Sheet	(15,587,670)	27,541,614

DIVIDEND

In view of the losses during the period, your Directors have not recommended any dividend on Equity Shares for the period under review.

SHARE CAPITAL AND VESTING OF UNDERTAKING PURSUANT TO THE SCHEME OF AMALGAMATION

The Scheme of Amalgamation for merger of Vinay Jain's Training Forum Private Limited (VJTF) with the Company was approved by the members at the court convened meeting held on 24th August, 2012 and the same has become effective on 6th February, 2012 upon filing of certified copy of Order dated 20th December, 2012 issued by the Hon'ble Bombay High Court approving the Scheme of Amalgamation. Consequently, all the assets and liabilities of VJTF got vested into the Company including its investments in various subsidiaries viz. VJTF Infrastructure Private Ltd. (wholly owned subsidiary), VJTF Buildcon Private Ltd. (subsidiary) and Rishi Realty Leasing Services Private Ltd. (subsidiary) as on 01-04-2011 (Appointed Date).

In accordance with the said Scheme of Amalgamation, your Company has on 28th February, 2013 issued 1,22,00,000 (One Crore Twenty Two Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten) each of the Company for 30,50,000 (Thirty Lakhs Fifty Thousand) Equity Shares held by the Equity Shareholders of VJTF and 40,00,000 (Forty Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten) each of the Company for 40,00,000 (Forty Lakhs) Preference Shares held by the Preference Shareholders of VJTF. Further, as per clause 4.2 of the said Scheme of Amalgamation, the Authorised Share Capital of the Company has increased from Rs. 9,00,00,000/- (Rupees Nine Crores) to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each upon the combining of authorized share capital of VJTF and your Company and effecting further increase of Rs. 2,00,00,000 (Rupees Two Crores) in combined Authorised Share Capital.

BUSINESS OVERVIEW

After the amalgamation of Vinay Jain's Training Forum Pvt. Ltd. into the Company, your Company is now focusing to Education Sector. The Company has already established itself as an emerging player in the Education Services segment. Through this amalgamation, the Company has its education projects fully operational at Malad and Udaipur and has already invested in its upcoming education projects at Pawan Baug, Malad (West) and Devidas Lane, Borivali (West) through its subsidiaries.

The Education Project at Pawan Baug, Malad (West) is expected to be partly operational by December, 2013 and fully operational by 2014 – 15. Also, the Company aims to launch Education Project at Borivali (West) on receiving approvals from the Statutory Authorities.

The new projects, once operational, will mark a strong presence of the brand in the up-market of Mumbai. The revenues are expected to increase multifold after the new projects are operational. The Company also provides all required auxiliary services to the education sector and the future prospects looks very promising for the company.

AUDITORS

In accordance with the said approved Scheme of Amalgamation, M/s. J. Kala & Associates having firm registration no. 118769W have been appointed as the Statutory Auditors of the Company and shall hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from M/s. J. Kala & Associates to the effect that their re-appointment, if made, would be in accordance with the limits prescribed under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

DIRECTORS

In accordance with the said approved Scheme of Amalgamation, Dr. Vinay Jain and Dr. Raina Jain have been appointed as Executive Directors of the Company and Shri Sushil Kumar Jiwarajka, Shri Tushar Kumar Jiwarajka and Shri Deba Prasad Roy ceases to be Directors of the Company w.e.f 28th February, 2013.

Shri Anil P. Chhabra has been appointed as Independent and Non-Executive Additional Director of the Company w.e.f 28th February, 2013 and his term of office expires at the end of ensuing Annual General Meeting and being eligible, offers himself for reappointment as Independent and Non-Executive Director.

FIXED DEPOSIT

During the period under review, your Company has neither accepted nor renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

CORPORATE SOCIAL RESPONSIBILITY

As a responsible citizen, your company believes that no business can succeed in a society which fails to invest in CSR activities and therefore it is imperative for your company to participate in CSR activities. Being engaged in the education business, all the decisions of your company is taken after considering social aspects and as such CSR is integral part of your business activity.

PARTICULARS OF THE EMPOLYEES

The Company does not have any employee whose particulars are required to be given under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

LISTING

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited. The Company has paid the Annual Listing Fees to the Stock Exchange for the year 2012-13.

DISCLOSURE PURSUANT TO CLAUSE 5A OF THE LISTING AGREEMENT

As per Clause 5A of the Listing Agreement inserted as per SEBI Notification dated April 24, 2009, the details in respect of the Equity Shares, which are issued pursuant to the approved Scheme of Amalgamation as per the Order of Hon'ble Bombay High Court and lying in the Suspense Account till September 30, 2012 is as under :

I. Four Equity Shares of Re. 10/- each credited as fully paid up for every One Equity Shares of Rs.10/- each fully paid up held in VJTF aggregating to Rs.12,20,00,000.

II. One Equity Shares of Re. 10/- each credited as fully paid up for every One Preference Shares of Rs.10/- each fully paid up held in VJTF issued after appointed date though covered by the 'scheme' aggregating to Rs.4,00,00,000.

The Equity Shares lying in the Suspense Account has since been allotted to the Shareholders of Vinay Jain's Training Forum Private Limited on 28th February, 2013 after the Scheme of Amalgamation became effective on 6th February, 2013 on filing of the certified copy of the Order of Hon'ble Bombay High Court with the Registrar of Companies.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is engaged in the business of providing education services and these activities do not involve any manufacturing activity. Therefore, most of the information required to be provided under Section 217(1)(e) of the Companies Act, 1956 read with the Company (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is not applicable.

However, the information as applicable are given here under:

I. Energy Conservation

Your company, being a service provider, requires minimal energy consumption and every endeavor has been made to ensure optimal use of energy and avoid wastages and conserve energy as far as possible.

II. Technology Absorption

In its endeavor to deliver the best to its student and business associates, your Company has been constantly active in harnessing and tapping the best technology in the industry.

III. Foreign Exchange Earnings and Outgo

During the period under review, Foreign Exchange Earnings and Foreign Exchange Outgo were Nil.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

a) In the preparation of the Annual Accounts for the period under review, the applicable accounting standards have been followed and there are no material departures.

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company and the loss of the Company for the Eighteen months period ended on 30^{th} September, 2012.

c) 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;

d) The Directors had prepared the annual accounts for the eighteen months period ended on September 30, 2012 on a going concern basis.

ACKNOWLEDGEMENTS

Your Directors record their sincere gratitude to the Government of Maharashtra and Bankers for their support and co-ordination in the form of excellent services rendered by them and Shareholders, Business Associates, Customers for their continued support and faith in the Company.

For and on behalf of the Board

ARTHEON FINANCE LIMITED

ARTHEON FINANCE LTD.
MUMBAI

PLACE: MUMBAI

DR. VINAY JAIN

DATE: 5^{TH} MARCH, 2013

(DIRECTOR)

SHIV HARI JALAN
B.COM., F.C.A., A.C.S.
COMPANY SECRETARY

104, MAHAVIR BUILDING, 44/46, POPATWADI LANE, KALBADEVI, MUMBAI-2
Telephone: 22075834, Tele Fax: 22075835, Mobile: 9869035834, Residence: 28845111.

COMPLIANCE CERTIFICATE

U/S 383 A of the companies Act, 1956 & Rule 3 of the companies (compliance certificate) Rules, 2002.

Registration No.: 11-033922
Nominal Capital: Rs. 900 Lacs
To,
The Members,
ARTHEON FINANCE LIMITED
201, Sumer Kendra,
Pandurang Budhkar Marg,
Worli, Mumbai-400018.

I have examined the registers, records, books and papers of ARTHEON FINANCE LIMITED (Regn. No.: 11-033922) (the company) as required to be maintained under the companies Act, 1956 (THE ACT) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the period ended on *30.09.2012.(i.e. from 01.04.2011 to 30.09.2012).* In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in the respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms & returns as stated in Annexure "B" to this certificate, with the Registrar of companies, Regional Director, Central Government, Company law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company is a Public Limited company and hence comments are not required.
4. The board of Directors duly met *Eleven* times on *25.04.2011, 30.07.2011, 29.08.2011, 09.09.2011, 20.09.2011, 25.10.2011, 27.01.2012, 09.02.2012, 03.05.2012, 28.07.2012 & 11.09.2012* in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the Minutes Book maintained for the purpose.
5. The company closed its Register of members from *30.09.2011* to *30.09.2011*.
6. The Annual General Meeting for the financial year ended on *31.03.2011* was held on *30.09.2011* after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

SHIV HARI JALAN
MUMBAI
C.P. 4226
Company Secretary

7. One extra-ordinary general meeting was held on 24.08.2012 after giving due notice to the members of the company and the resolution passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The company has not advanced any loan to its Directors and/or persons firms or companies referred in Section 295 of the Act. However loans & advances of Rs 56,345,745 were given, by erstwhile Vinay Jain's Training Forum Pvt Ltd being Transferor Company.
9. The company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The company was not required to make any entries in the register maintained under Section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act.
12. The company has not issued any duplicate share certificates during the financial year under review.
13. The company has:
    - **(i)** Delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
    - **(ii)** Not deposited any amount in a separate bank Account as no dividend was declared during the financial year.
    - **(iii)** Not posted Warrants for Dividends to any members of the company as no dividend was declared during the financial year.
    - **(iv)** No Transaction Necessitating to transfer the amounts in unpaid dividend account, applications money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
    - **(v)** Duly complied with the requirements of section 217 of the Act.
14. The board of Directors of the company is duly constituted and there was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancy during the financial year under certification.
15. The company has not appointed any Managing Director/ Whole-time Director/Manager during the financial year.
16. The company has not appointed any sole-selling Agent during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board /Regional Director/ Registrar and/or such other authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provision of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not redeemed any preference shares / debentures, during the financial year.
22. There was no transaction necessitating to keep in abeyance rights to dividend / rights shares and bonus shares pending registration of transfer of shares.

SHIV HARI JALAN
MUMBAI
CP. 4226
Company Secretary

23. The company has not invited or accepted any deposits including any unsecured loans falling within the purview of section 58A of the Act read with companies (Acceptance of Deposit) Rules 1975, during the financial year under review form public. However unsecured loan of Rs 12,458,986 was taken by erstwhile Vinay Jain's Training Forum Pvt Ltd being Transferor Company from its directors.
24. The company has not made any borrowings during the financial year ended *30.09.2012*. However borrowings were made by erstwhile Vinay Jain's Training Forum Pvt Ltd being Transferor Company from its directors & banks of Rs 87,624,102.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its articles of association during the year under scrutiny.
31. There was/were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year under certification.
33. The company has not constituted its Provident Fund u/s.418 of the companies Act, 1956 and hence provisions of section 418 of the Act do not apply to the company.

Place: Mumbai

Date: 05.03.2013

SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226

SHIV HARI JALAN
MUMBAI
CP. 4226
Company Secretary

ARTHEON FINANCE LIMITED.

Annexure "A"

Registers as maintained by the company

1. Register of Members u/s. 150(1).
2. Register of Transfers.
3. Copies of Annual Return prepared u/s. 163(1)
4. Minutes of proceedings of meetings of Board of Directors and of general meeting u/s 193 (1).
5. Books of Accounts u/s. 209(1).
6. Register of contracts, companies and firms in which directors are interested u/s 301(1).
7. Register of Directors, Manager and Secretary u/s. 303(1).
8. Register of Directors shareholding u/s. 307(1).
9. Register of inter-corporate deposits / investments, etc. u/s. 372A (5) & (6).

Annexure "B"

Forms and Returns as filed by company with the Registrar of the companies, Regional Director, Central Government or other authorities during the financial period ending on *30.09.2012:*

Sr. No.	Form No./ return	Filed under section	For	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
1.	Annual Return Form 20B	159	2010-11	18.11.11	Yes	N/A
2.	Balance sheet(with required annexure and schedules) Form 23ac/aca	220	2010-11	21.10.11	Yes	N/A
3.	CCOM Form 66	383A	2010-11	21.10.11	Yes	N/A
4.	Form 23	192	Approval of the Scheme of Amalgamation dt 24.08.12	*31.08.12*	Yes	N/A
5.	Form 61	210	Extension of accounting year	06.12.12	Yes	N/A

SHIV HARI JALAN
MUMBAI
CP. 4226
Company Secretary

6.	Form 32	303	Resignation of Mr. M.L. Tulsyan w.e.f.01.04.11	*18.08.11*	No	Yes
7.	Form 17 (3 sets)	138	Satisfaction of charges dt 09.09.11	*30.09.11*	Yes	N/A

Place: Mumbai

Date: 05.03.2013

SHIV HARI JALAN
MUMBAI
CP. 4226
Company Secretary

SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226

Note: Pursuant to the scheme of amalgamation ("Scheme") under section 392 to 394 of companies act, 1956 sanctioned by the Honorable High court of Bombay Vide order dated 20th December, 2012 and filed with registrar of companies, Mumbai on 6th February, 2013 (the effective date), VJTF (Vinay Jain's Training Forum Pvt Ltd) whose core activity was providing for educational services, was amalgamated with the company, with effect from the appointed date i.e. 1st April, 2011. Upon the scheme becoming effective, all the asset and Liabilities, contractual obligations etc. of the VJTF have been transferred and stand vested with the company from the effective date and from the said date; VJTF has carried on all its business and activities for the benefit of and in trust for the company. Accordingly, all the income and expenses accruing to VJTF Pvt Ltd have been treated as that of the company.

J. KALA & ASSOCIATES

Chartered Accountants

504, Rainbow Chambers, Near Telephone Exchange, S. V. Road, Kandivali West Mumbai 400067, Tel :- 28625129

AUDITORS' REPORT

To
The Members,
ARTHEON FINANCE LIMITED

1. We have audited the attached Balance sheet of **ARTHEON FINANCE LIMITED** as at 30th September, 2012, the Statement of Profit and Loss and the Cash Flow Statement for the eighteen months period ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosure in the 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.

3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) order, 2004 ("the Order") issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956 ("the Act"), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable.

4. We draw reference to clause no. 5 of note no. 22 regarding amalgamation of Vinay Jain's Training Forum Pvt. Ltd. with the Company with effect from close of 31st March, 2011 (being appointed date) as per the scheme under section 391 to 394 of the Act, approved by the Honorable High Court at Bombay and effect thereof is given in these financial statements as per the pooling of interest method prescribed by AS-14 and the resultant difference of Rs. 93,652,709 considered as goodwill.

J. Kala & Associates
MUMBAI
Chartered Accountants

5. Further to our comments in the annexure referred to above, we report that:

a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company as far as appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.

d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by the report comply with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006, to the extent applicable.

e) On the basis of written representations received from the Directors as on 30th September, 2012 and taken on record by the Board of Directors, we are of the opinion that none of the Directors are disqualified as on 30th September, 2012 from being appointed as the Directors in terms of clause (g) of sub section (1) of section 274 of the Act.

f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, 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:

   i) In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 30th September, 2012 and
   ii) In so far as it relates to the Statement of Profit and Loss, of the Loss of the Company for the eighteen months period ended on that date.
   iii) In the Cash Flow Statement, of the cash flows of the Company for the eighteen months period ended on that date.

For **J. KALA & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Registration No 118769W

J. Kala & Associates
MUMBAI
Chartered Accountants

JAYESH KALA
(PARTNER)
Membership No. - 101686

PLACE: MUMBAI
DATE: 5th March, 2013

J. KALA & ASSOCIATES

Annexure to the Auditors' Report
(Referred to in Paragraph (3) of our report of even date)

1. a) The Company is maintaining proper records showing full particulars including quantitative details and situation of the fixed assets.

   b) As informed to us, a substantial portion of the fixed assets has been physically verified by the management during the eighteen months period which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.

   c) None of the substantial part of fixed assets has been disposed off during the period.

2. Since there is no inventory with the Company, the clause regarding inventory is not applicable.

3. In our opinion and according to the information and explanations given to us, the Company has not taken/granted unsecured loans from/to any party covered in the register maintained under section 301 of the Act.

4. In our opinion and according to the information and explanations given to us, the internal control system is commensurate with the size of the Company and the nature of its business in respect of purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.

5. According to the information and explanations given to us, the Company has not entered in contracts or arrangements with the parties in the register maintained as referred to in section 301 of the Act.

6. The Company has not accepted any deposits from the public within the meaning of section 58A, 58AA or any other relevant provisions of the Act and Rules framed there under.

7. The Company has an internal audit system commensurate with its size and nature of its business.

8. As informed to us, the Central Government of India has not prescribed maintenance of cost accounting records under section 209(1) (d) of the Act in respect of the Company's activities.

J. Kala & Associates * MUMBAI * Chartered Accountants

9. a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and other material statutory dues applicable to the Company with appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

b) According to the records of the Company, there are no dues in respect of Income Tax, Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute except for the following income tax dues:

S. No.	Forum where dispute is pending.	A. Y.	Under Section	Amount in Rs.
VJTF Pvt. Ltd.				
1	ITAT, Mumbai	2007-08	143 (3)	2,75,280
2	ITAT, Mumbai	2007-08	271 (1)(c)	1,79,292
3	Income Tax (TDS)	2008-09	201 (1)	83,542
Artheon Finance Ltd.				
4	Rectification pending	2009-10	143 (1)	1,05,560
5	ACIT-7(2)	2010-11	143 (1)	1,90,340
Total				8,34,014

10. The accumulated losses of the Company at the end of the financial period are less than 50% of its net worth, however, Company has incurred cash losses during the financial year under audit as well as immediately preceding financial year.

11. On the basis of our examination of records and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks/financial institutions.

12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society.

14. In our opinion, the Company is not dealing in or trading in shares, securities debentures and other investments.

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15. In our opinion, the terms and conditions of guarantees given by the Company for loans taken by others are prima-facie, not prejudicial to the interest of the Company.

16. According to the records examined by us, the term loans have been applied for the purposes for which the loans were obtained.

17. According to the records examined by us as well as information and explanations given to us, we report that funds raised on short term basis have been used for long term investments to the extent of Rs. 11,560,465.

18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Act.

19. The Company has not issued any debentures.

20. The Company has not raised any money through a public issue.

21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No – 118769W

J. Kala & Associates * Chartered Accountants * MUMBAI

JAYESH KALA
PARTNER
Membership No. – 101686

Place:- Mumbai
Date:- 5th March, 2013

ARTHEON FINANCE LIMITED
BALANCE SHEET AS AT 30TH SEPTEMBER, 2012

	PARTICULARS	NOTES	AS AT 30TH SEPTEMBER, 2012 ₹	AS AT 31ST MARCH, 2011 ₹
A	**EQUITY AND LIABILITIES**			
1	**SHARE HOLDERS' FUNDS**			
	a) Share Capital	2	14,000,000	14,000,000
	b) Share Suspense Account (Refer clause 5 of Note 22)		162,000,000	-
	c) Reserves & Surplus	3	4,412,330	47,541,614
			180,412,330	**61,541,614**
2	**NON-CURRENT LIABILITIES**			
	a) Long-term borrowings	4	74,943,582	-
	b) Deffered Tax Liability (Net)	5	982,961	-
	c) Other Long term liability	6	51,394,295	-
	d) Long term provisions	7	5,254,978	1,207,104
			132,575,816	**1,207,104**
3	**CURRENT LIABILITIES**			
	a) Short-term borrowings	8	12,640,520	-
	b) Trade Payables	9	6,814,265	95,587
	c) Other current liabilities	10	73,257,677	59,508
			92,712,462	**155,095**
	TOTAL		**405,700,608**	**62,903,813**
B	**ASSETS**			
1	**NON CURRENT ASSETS**			
	a) Fixed Assets			
	Tangible Assets	11	48,511,658	3,960,794
	Intangible Assets (Goodwill on amalgamation)		79,604,803	-
	b) Non current investments	12	190,194,211	55,249,238
	c) Long Term Loans and advances	13	15,855,464	-
			334,166,136	**59,210,032**
2	**CURRENT ASSETS**			
	a) Trade receivables	14	621,723	-
	b) Cash and bank balances	15	1,852,490	223,215
	c) Short -term loans and advances	16	69,060,259	3,470,566
			71,534,472	**3,693,781**
	TOTAL		**405,700,608**	**62,903,813**
	SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS	1-22		

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118769W

JAYESH KALA
PARTNER
Membership No. 101686
PLACE : MUMBAI
DATE : 5TH MARCH, 2013

FOR AND ON BEHALF OF THE BOARD

DR. VINAY JAIN
DIRECTOR

DR. RAINA JAIN
DIRECTOR

J. Kala & Associates MUMBAI Chartered Accountants

ARTHEON FINANCE LTD. MUMBAI

ARTHEON FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

	PARTICULARS	NOTES	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31ST MARCH, 2011 ₹
I	**REVENUE**			
	Revenue from Operations	17	142,378,472	325,769
	Other Income	18	3,010,098	892,214
	Total Revenue (I)		**145,388,570**	**1,217,983**
II	**EXPENSES**			
	Employee benefits expense	19	65,597,424	1,795,173
	Finance Cost	20	13,691,682	8,035
	Depreciation and amortisation expense	11	21,461,409	645,188
	Other expenses	21	99,157,199	1,296,326
	Total Expenses (II)		**199,907,714**	**3,744,722**
	Loss for the year before Tax		**(54,519,144)**	**(2,526,739)**
	Tax Expenses :			
	a) Deferred Tax		(3,224,168)	-
	b) Tax Adjustments for earlier years		335,874	1,575,606
	Loss for the year after Tax		**(51,630,850)**	**(4,102,345)**
	Basic and diluted earnings per share (in ₹) (nominal value of share ₹10)		(36.88)	(1.35)
	SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS	1-22		

AS PER OUR ATTACHED REPORT OF EVEN DATE .
FOR J.KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118769W

J. Kala & Associates Chartered Accountants MUMBAI

JAYESH KALA
PARTNER
Membership No. 101686
PLACE : MUMBAI
DATE : 5TH MARCH, 2013

FOR AND ON BEHALF OF THE BOARD

ARTHEON FINANCE LTD. MUMBAI

DR. VINAY JAIN
DIRECTOR

DR. RAINA JAIN
DIRECTOR

ARTHEON FINANCE LIMITED

CASH FLOW STATEMENT FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

	PARTICULARS	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012	FOR THE YEAR ENDED 31st MARCH,2011
		₹	₹
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net loss before tax	(54,519,144)	(2,526,739)
	Adjustments for:		
	Depreciation and Amortisation Expense	21,461,409	645,188
	Provision for Diminution in value of Long Term Investments	15,261,954	-
	Provision for Gratuity	2,122,330	-
	Provision for Leave Encashment	83,763	-
	Amalgamation Expenses	278,840	
	Sundry Balances and provisions no longer required written back	(103,865)	-
	Interest Income	(4,784,829)	-
	Interest Expenses	18,476,511	10,210
	Dividend income from long term investments	(266,288)	(239,971)
	(Profit) / loss on sale of long term Investments (Net)	25,850,509	(238,954)
	Loss on sale of fixed assets	474,763	-
	Operating profit/ (loss) before working capital changes	**24,335,953**	**(2,350,266)**
	Movements in working capital		
	Decrease/(Increase) in Trade receivables	(124,749)	3,930,384
	Decrease in Advances	78,625,329	-
	Increase in Trade payables	2,618,549	-
	Decrease in Liabilities and Provisions	(30,915,692)	-
	Cash generated from operations	**50,203,437**	**3,930,384**
	Direct taxes paid	(1,056,803)	(1,575,606)
	Net cash from operating activities	**73,482,587**	**4,512**
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**		
	Purchase of fixed assets (Net)	(974,902)	-
	Purchase of investments (Net)	(121,205,915)	(910,510)
	Laons given	(29,370,320)	-
	Interest received	4,784,829	-
	Dividend received from long term investments	266,288	239,971
	Net cash used in investing activities	**(146,500,019)**	**(670,540)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from issue of Preference Shares	40,000,000	-
	Proceeds/ (repayment) of borrowings	44,204,380	(3,067,380)
	Interest paid	(18,464,693)	(10,210)
	Expenses paid for Amalgamation	(278,840)	-
	Net cash from /(used in) financing activities	**65,460,847**	**(3,077,590)**
	Net decreased in Cash and cash equivalents (A+B+C)	**(7,556,586)**	**(3,743,618)**
	Cash and Bank Balances at the beginning of the period	223,215	3,966,833
	Add: Cash and Bank Balances taken over as per the scheme of amalgamation (Refer clause 5 of Note 22)	9,185,861	-
D.	**Cash and Cash Equivalents at the end of the period**	**1,852,490**	**223,215**

Notes: 1 Previous year's figures have been regroupd, recast whereever necessary.

2 The assets and liabilities acquired as a result of the amalgamation have been considered as non cash items and accordingly, not considered in the Cash Flow Statement (Refer clause 5 of Note 22)

AS PER OUR ATTACHED REPORT OF EVEN DATE
FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118769W

JAYESH KALA
PARTNER
Membership No. 101686
PLACE : MUMBAI
DATE : 5TH MARCH, 2013

FOR AND ON BEHALF OF THE BOARD

DR. VINAY JAIN
DIRECTOR

DR. RAINA JAIN
DIRECTOR

ARTHEON FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

a) SYSTEM OF ACCOUNTING:

The Financial Statements are prepared under the Historical Cost Convention, in accordance with the generally accepted accounting principles in India, the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 as adopted consistently by the Company and guidelines issued by the Securities and Exchange Board of India.

Expenses and Income to the extent considered payable and receivable, respectively, are accounted for on accrual basis, except those with significant uncertainties.

b) USE OF ESTIMATES:

The presentation of Financial Statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of Financial Statements and reported amounts of revenue and expenses for that period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively.

c) FIXED ASSETS:

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation, other pre-operation expenses and interest in case of construction.

The carrying amount of cash generating units / asset is reviewed at the balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated at the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

d) DEPRECIATION:

Depreciation on Fixed Assets is provided on Straight Line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Depreciation on Additions / Deletions of assets during the period is provided on a pro-rata basis.

e) GOODWILL

Goodwill arising on amalgamation is amortized over the period of ten years.

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f) **INVESTMENTS:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Investments are measured at cost. Provision for diminution in value of investment other than temporary is made wherever applicable.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g) **REVENUE RECOGNITION:**

i. Income from Services:

Revenues from services rendered are recognized pro-rata over the period of the contract as and when services are rendered. The Company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence it is excluded from revenue.

ii. Income from fees:

The fees and other Income is recognized on accrual basis and the fees received in advance for more than one year has been apportioned in the respective years, on the basis of Standard Fees Rate Card of the respective years or the balance advance fees whichever is less, till the amount of advance fees gets exhausted.

iii. Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

iv. Dividend:

Dividend income is recognized with the Company's right to receive dividend is established by the reporting date.

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h) **BORROWING COST:**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

i) **RETIREMENT AND OTHER EMPLOYEE BENEFITS:**

Expenses and liabilities in respect of employee benefits are recorded in accordance with Revised Accounting Standard 15 - Employee Benefits:

i. Gratuity:

   Gratuity is a post employment benefit and is in the nature of defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit /obligation at the balance sheet date less the fair value of plan assets.

ii. Leave Encashment:

   Dealt with as per the Company's Rules. However, the company has no scheme for encashment of the leave.

j) **LEASES:**

a. Where the Company is the lessee:

Lease arrangements where the risks and rewards incidental to ownership of assets substantially vest with the lessor are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

b. Where the Company is the lessor:

Lease income is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Costs, including depreciation are recognized as an expense in the Statement of Profit and Loss.

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k) **FOREIGN EXCHANGE FLUCTUATIONS:**

The transactions in foreign exchange are accounted at the exchange rate prevailing on the date of transactions. Any exchange gains or losses arising out of the subsequent fluctuations are accounted for in the Statement of Profit and Loss.

l) **TAXATION:**

Provision for the current income tax is made on the basis of the estimated taxable income for the current accounting year in accordance with Income Tax Act, 1961.

MAT credit asset is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized and carried forward only if there is a virtual/reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

m) **PROVISIONS AND CONTINGENT LIABILITIES:**

Provisions are recognised in the accounts in respect of present probable obligation, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

n) **CASH AND CASH EQUIVALENTS:**
Cash and cash an equivalent for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.

o) **Earnings Per Share:**

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed and disclosed using the weighted average number of equity and diluted equity equivalent shares outstanding during the period, except when the results would be anti diluted.

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	AS AT 30th SEPTEMBER, 2012	AS AT 31st MARCH, 2011
	₹	₹
NOTE 2 : SHARE CAPITAL		
(A) **AUTHORISED**		
50,00,000 (Previous year 50,00,000) Equity Shares of Rs. 10/- each	50,000,000	50,000,000
4,00,000 (Previous year 4,00,000) Redeemable Preference Shares of Rs. 100/- each	40,000,000	40,000,000
	90,000,000	**90,000,000**
(B) **ISSUED, SUBSCRIBED AND PAID UP**		
14,00,000 Equity Shares of Rs. 10/- each	14,000,000	14,000,000
Total issued, subscribed and fully paid-up share capital	**14,000,000**	**14,000,000**

a) Reconciliation of shares outstanding at the beginning and at the end of the period

Equity Shares :

	30th September, 2012		31st March, 2011	
At the beginning of the period	**Number**	**₹**	**Number**	**₹**
Share Capital	1,400,000	14,000,000	1,400,000	14,000,000
			-	-
Changes during the period	-	-	-	-
Outstanding at the end of the period	**1,400,000**	**14,000,000**	**1,400,000**	**14,000,000**

b) Details of shareholders holding more than 5% shares in the company

	30th September, 2012		31st March, 2011	
	Number	**% holding in the class**	**Number**	**% holding in the class**
Equity shares of ₹10 each fully paid :				
Sushil Kumar Jiwarajka	497,000	35.50%	497,000	35.50%
Sushil Kumar Jiwarajka (H.U.F)	224,000	16.00%	224,000	16.00%
Tushar Jiwarajka	81,200	5.80%	81,200	5.80%
Kushma Jiwarajka	82,800	5.91%	247,800	17.70%
R. P Khaitan	86,500	6.18%	86,500	6.18%

c) Terms, Rights and Preferences attached to Equity shares:

Each holder of equity shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and Final dividend proposed by the Board of Directors and approved by the shareholders.

In the event of liquidation of the Company , the shareholders will be entitled in proportion to the number of equity shares held by them to receive remaining assets of the Company, after distribution of all preferential amounts. However, presently there are no such preferential amounts.

The shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act,1956, read together with the Memorandum and Articles of Association of the Company, as applicable.

J. Kala & Associates * MUMBAI * Chartered Accountants

	AS AT 30th SEPTEMBER, 2012 ₹	AS AT 31st MARCH, 2011 ₹
NOTE 3 : RESERVES AND SURPLUS		
General Reserve		
Balance as per last financial statements	20,000,000	20,000,000
	20,000,000	20,000,000
Surplus/(Deficit) in the Statement of Profit and Loss		
Balance as per last financial statements	27,541,614	31,643,959
Add: Balance of Statement of Profit and Loss taken over as per the scheme of amalgamation (Refer clause 5 of Note 22)	8,501,566	-
Add: Loss as per the annexed Statement of Profit and Loss	(51,630,850)	(4,102,345)
	(15,587,670)	27,541,614
Net surplus/(deficit) in the Statement of Profit and Loss	**(15,587,670)**	**27,541,614**
Total reserves and surplus	**4,412,330**	**47,541,614**
NOTE 4 : LONG TERM BORROWINGS		
Term Loans (secured)		
1 Greater Bank	73,419,153	-
2 Vehicle Loans from Banks (Secured by way of hypothecation of motor vehicles purchased there against)	1,524,429	-
TOTAL	**74,943,582**	-

I **Term of Repayment of Term Loans (Taken by erstwhile Vinay Jain's Training Forum Pvt. Ltd.)**
From Greater Bank

(a) During the month of July,2011 the Company changed the terms of the loan of Greater Bank; previously held as Flexi Overdraft now converted to Mortgage Loan.
(b) Term Loan from Greater Bank was taken during the month of August **2011** and carries **interest at 15%p.a.** The Term loan is secured by Equitable Mortgage of Immovable properties of Company and Directors and personally guaranteed by the Directors and certain Relatives. The loan is repayable in 120 monthly installments of **₹12,90,680** each, commencing from 10th September, 2011 and ending on September, 2021.

From Other Banks

Repayable by	Rate of Interest		
April 15,2015	10.77%	1,138,247	-
April 22,2014	9.95%	386,182	-
		1,524,429	-

J. Kala & Associates * MUMBAI * Chartered Accountants

ARTHEON FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

	AS AT 30th SEPTEMBER, 2012 ₹	AS AT 31st MARCH, 2011 ₹
NOTE 5 : DEFERRED TAX LIABILITY	982,961	-
For detail refer clause no.12 of Note 22		
	982,961	**-**
NOTE 6 : OTHER LONG TERM LIABILITIES	51,394,295	-
Fees Received in advance (Refer clause g (ii) of Note no. 1)		
	51,394,295	**-**
NOTE 7 : LONG TERM PROVISIONS		
Provisions for employee benefits		
Provision for gratuity	4,936,498	730,370
Provision for leave benefits	318,480	476,734
	5,254,978	**1,207,104**
NOTE 8 : SHORT TERM BORROWINGS		
Overdraft from banks (secured)		
Greater bank	181,534	-
Other Loans and advances (unsecured):		
Others (Interest Free)	12,458,986	-
TOTAL	**12,640,520**	**-**

The overdraft was taken from Greater Bank carries an interest of 12.25% p.a. The overdraft is secured by margin money deposit.

NOTE 9 : TRADE PAYABLES		
Trade Payables	6,814,265	95,587
(refer clause 4 of note no. 22 for details of dues to micro, small and medium enterprises)		
TOTAL	**6,814,265**	**95,587**
NOTE 10 : OTHER CURRENT LIABILITIES		
Current Maturities of Long term borrowings		
Term Loans (secured)		
Greater Bank	4,454,255	-
Current maturities of Finance obligations		
Vehicle Loans (secured) #		
From Banks	1,441,792	-
Interest accrued but not due on above	11,818	-
# (Secured by way of hypothecation of motor vehicles purchased there against)		
Others Payables		
Statutory dues	1,045,892	59,508
Fees Received in advance (Refer clause g (ii) of Note no. 1)	57,224,432	-
Due to employees	3,396,641	-
Security Deposits from employees	4,802,847	-
Advance received against Property	880,000	-
TOTAL	**73,257,677**	**59,508**

J. Kala & Associates ★ MUMBAI ★ Chartered Accountants

Note : 11 Fixed Assets

ARTHEON FINANCE LIMITED

(Amount in Rs.)

	Gross Block (At cost)					Depreciation and Amortisation					Net Block	
	As At 1-Apr-11	Acquired as per scheme of Amalgamation #	Additions	Disposal/ Adjustments	As At 30-Sep-12	Upto 31-Mar-11	Acquired as per scheme of Amalgamation #	For the Period	Disposal/ Adjustments	Upto 30-Sep-12	As At 30-Sep-12	As At 31-Mar-11
A) Tangible :												
Buildings	-	31,027,230	-	-	31,027,230	-	2,905,402	759,309	-	3,664,710	27,362,520	-
Plant & Machinery	280,000	-	-	-	280,000	280,000	-	-	-	280,000	-	-
Furniture & Fixtures	108,464	16,115,086	-	-	16,223,550	104,920	8,767,412	2,302,041	-	11,174,373	5,049,177	3,544
Vehicles	5,297,094	4,987,905	-	4,887,879	5,397,120	2,170,668	1,089,672	770,660	1,064,481	2,966,519	2,430,601	3,126,426
Buses	-	12,817,947	2,500,000	-	15,317,947	-	5,892,039	2,546,985	-	8,439,024	6,878,923	-
Air Conditioner	-	1,828,486		-	1,828,486	-	616,279	130,399	-	746,678	1,081,808	-
Office Equipments	1,513,549	2,417,270	331,393	-	4,262,212	779,692	736,968	299,558	-	1,816,219	2,445,993	733,857
Electrical Equipments	-	638,485	-	-	638,485	-	137,264	45,534	-	182,798	455,687	-
School Equipments	-	1,456,994	-	-	1,456,994	-	282,258	105,708	-	387,966	1,069,028	-
Computer	355,383	1,595,179	1,492,143	-	3,442,705	258,416	1,284,972	430,594	-	1,973,982	1,468,723	96,967
Library Books	-	318,520	-	-	318,520	-	26,607	22,715	-	49,322	269,198	-
	7,554,490	**42,175,871**	**4,323,536**	**4,887,879**	**49,166,018**	**3,593,696**	**21,738,873**	**7,413,503**	**1,064,481**	**31,681,591**	**48,511,658**	**3,960,794**
B) Intangible :												
Goodwill on amalgamation	-	93,652,709	-	-	93,652,709	-	-	14,047,906	-	14,047,906	**79,604,803**	-
Techinical Know-How	-	377,979	-	377,979	-	-	377,979	-	377,979	-	-	-
	-	**94,030,688**	-	377,979	**93,652,709**	-	**377,979**	14,047,906	377,979	**14,047,906**	**79,604,803**	-
	7,554,490	**136,206,559**	**4,323,536**	**5,265,858**	**142,818,727**	**3,593,696**	**22,116,852**	**21,461,409**	**1,442,460**	**45,729,497**	**128,116,461**	**3,960,794**
Previous year	**7,554,490**	-	-	-	**7,554,490**	**2,948,508**	-	**645,188**	-	**3,593,696**	**3,960,794**	

Notes :

1. # Refer Clause 5 of Note 22.

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NOTE 12 : NON CURRENT INVESTMENTS
Long term (Valued at cost unless otherwise stated)

	Nos	Face value (₹)	AS AT 30th SEPTEMBER,2012 ₹	AS AT 31st MARCH,2011 ₹
A) Trade, Quoted equity instruments, fully paid up				
Venus Remedies Ltd	20,052 (20,052)	10	-	8,852,458
Asian Electronics Ltd	47,000 (47,000)	5	-	9,060,941
Asian Hotels (North) Limited	2,614 (2,614)	10	-	1,306,088
Asian Hotels (East) Limited	2,614 (2,614)	10	-	1,306,088
Asian Hotels (West) Limited	2,614 (2,614)	10	-	1,306,088
Kingfisher Airline Limited	25,000 (25,000)	10	7,004,812	7,004,812
Dewan Housing Finance Corporation Limited	4,500 (4,500)	10	981,357	981,357
GTL Infrastructure	90,000 (90,000)	10	-	7,266,371
K.S Oils Limited	- (58,000)	1	-	4,934,182
Parsvnath Developers Limited	17,460 (17,460)	5	5,016,662	5,016,662
Shardul Securities Limited	12,000	10	4,652,670	5,832,850
			17,655,501	52,867,897
Less:- Provision for diminution in value of investments			15,261,954	-
			2,393,547	**52,867,897**
B) Unquoted equity instruments				
(i) Trade, at cost, fully paid up				
VJTF Buildcon Private Limited	865,000 (85,000)	10	31370000	-
VJTF Constructions Private Limited	85,000 (85,000)	10	850000	-
VJTF Infrastructure Private Limited	3,343,300 (1,750,000)	10	98419000	-
Rishi Reality Leasing Services Private Limited	294,000 (6,000)	10	49259040	-
(ii) Non - Trade, at cost, fully paid up				
The Greater Bombay Co-op. Bank Ltd.	20,000 (20,000)	25	500000	-
Malad Sahakari Bank Ltd.	100 (100)	10	1000	-
Mangal Co-op. Bank Ltd.	1,810 (1,810)	50	90520	-
Dhandapani Spinning Mills Ltd	30,000 (30,000)	10	300,000	300,000
Artheon Energy Private Limited	250,000 (250,000)	10	250,000	250,000
Integrated Documentation Consultants Pvt Ltd	2,000 (2,000)	10	20,000	20,000
			181,059,560	**570,000**
C) Investment in Units of Mutual Fund				
Trade, at cost, fully paid up				
Canara Robeco Daily Dividend Mutual Fund	- (145,992)	10	-	1,811,341
Canara Robeco Growth Mutual Fund	3,690 -	1,000	6,741,104	-
			6,741,104	**1,811,341**
TOTAL			**190,194,211**	**55,249,238**
Aggregate value of quoted investments				
Book Value			2,393,547	52,867,897
Market Value			2,505,494	49,436,878
Aggregate value of unquoted investments				
Book Value			187,800,664	2,381,341

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ARTHEON FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

		AS AT 30th SEPTEMBER,2012 ₹	AS AT 31st MARCH,2011 ₹
NOTE13 : LONG TERM LOANS AND ADVANCES			
(Unsecured, considered good)			
Security Deposits			
Premises Lease Deposits		15,155,000	-
Others		700,464	-
		15,855,464	**-**
NOTE 14 : TRADE RECEIVABLES			
(Unsecured, considered good)			
Outstanding for a period exceeding six months from the date of becoming due for payment		365,490	-
Others		256,233	-
		621,723	**-**
NOTE 15 : CASH AND BANK BALANCES			
Cash and cash equivalents			
Balances with banks			
On current accounts		866,473	212,109
Cash on Hand		760,463	11,106
Other bank balances			
Margin money deposit		225,554	-
TOTAL		**1,852,490**	**223,215**
NOTE 16 : SHORT TERM LOANS AND ADVANCES			
(Unsecured, considered good)			
Capital Advances			
Acquisition of Equity Shares of MICM Net Solutions Private Limited		9,000,000	-
	A)	**9,000,000**	**-**
Other Loans and advances		56,345,749	1,819,218
	B)	**56,345,749**	**1,819,218**
Advances recoverable in cash or in kind or for value to be received	C)	**1,359,401**	**1,098,829**
Prepaid expenses		393,715	3,960
Loans / advances to employees		691,907	-
Tax payments		1,269,487	548,559
	D)	**2,355,109**	**552,519**
		69,060,259	**3,470,566**

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ARTHEON FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

NOTE 17 : REVENUE FROM OPERATIONS

	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31st MARCH,2011 ₹
Income from educational activities:		
Course and other fees	139,230,940	-
Course Development Fess	1,340,424	-
Professional Services	1,807,108	325,769
TOTAL	**142,378,472**	**325,769**

NOTE 18 : OTHER INCOME

	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31st MARCH,2011 ₹
Rent	625,000	-
Dividend on long term investments	266,288	239,971
Profit on Sale of Long Term Investments (Units of Mutual Funds)	51,018	238,953
Miscellaneous Income	2,067,792	413,290
TOTAL	**3,010,098**	**892,214**

NOTE 19 : EMPLOYEE BENEFITS EXPENSE

	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31st MARCH,2011 ₹
Salaries, Wages and Bonus	62,728,757	1,663,007
Contribution to Provident and Other funds	201,441	120,828
Staff Welfare	2,667,226	11,338
TOTAL	**65,597,424**	**1,795,173**

NOTE 20 : FINANCE COSTS

	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31st MARCH,2011 ₹
Interest on borrowings and others	17,497,719	8,035
Interest on delayed payment of TDS	16,295	-
Other Borrowing Cost:		
Loan Processing Fees	962,497	-
	18,476,511	8,035
Less: Interest Income on loans given	4,784,829	-
TOTAL	**13,691,682**	**8,035**

NOTE 21 : OTHER EXPENSES

	FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012 ₹	FOR THE YEAR ENDED 31st MARCH,2011 ₹
Affiliation fees	1,673,216	-
Auditors' Remuneration:		
Audit Fees	462,135	-
Other Services	42,488	-
Advertisement and Publicity	1,279,594	96,247
Bank Charges	81,414	2,175
Board Sitting Fees	14,000	-
Donations	106,391	-
Electricity	4,199,445	-
Events and Programmes	3,958,387	-
Insurance	705,192	13,912
Kids Welfare activities	2,759,560	-
Legal & Professional	2,557,274	635,157
Filing Fees	363,815	14,922
Office Expenses	9,051,314	-
Postage, Telegram, Telephone and Internet	754,987	22,186
Printing & Stationery	3,049,065	2,900
Rent	11,415,108	-
Rates & Taxes	329,849	7,500
Repairs & Maintenance	1,863,010	1,821
Security charges	503,904	-
Society Maintenance	310,572	-
Share Transaction Charges	7,359	3,729
Teaching Honorarium	1,621,611	-
Travelling expenses	2,229,073	25,659
Vehicle expenses	4,075,197	218,623
Water Charges	129,463	-
Loss on Sale of Fixed Assets	474,763	-
Loss on Sale of Long Term Investments	27,918,301	-
Provision for diminution in value of long term investments	15,261,954	-
Amalgamation Expenses	513,840	
Miscellaneous Expenses	1,444,918	251,495
TOTAL	**99,157,199**	**1,296,326**

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ARTHEON FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE EIGHTEEN MONTHS PERIOD ENDED 30TH SEPTEMBER, 2012

NOTE 22: NOTES TO ACCOUNTS

1. Contingent liability not provided for in respect of:
   a) Disputed Income Tax matters: **₹8,34,014,** (Previous year: NIL).
   b) Corporate guarantees/ securities given as under:

(Figures in ₹)

S. No.	Entity/Persons	As on 30th September, 2012	As on 31st March, 2011
1	VJTF Infrastructure Private Limited	250,000,000	-
2	Mr. Dharamchand Shah, Mrs. Bimla Devi Shah, Dr. Mrs. Raina Jain and Dr. Vinay Jain	30,000,000	-
3	Dr. Mrs. Raina Jain and Dr. Vinay Jain	40,000,000	-
Total		**320,000,000**	**-**

2. In the opinion of the management, assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated.

3. Balances in Trade Receivables, Trade Payables, Advances and Deposits given and unsecured loans taken are subject to confirmation.

4. There are no dues payable to Micro, Small and Medium Enterprises as at the Balance sheet Date.

5. **Amalgamation of Vinay Jain's Training Forum Private Limited. (VJTF) (Transferor) with the Company:**

   a. Pursuant to the scheme of amalgamation ('scheme') under section 391 to 394 of Companies Act, 1956 sanctioned by the Honorable High Court of Bombay vide Order dated 20th December, 2012 and filed with Registrar of Companies, Mumbai on 6th February, 2013 (the effective date), VJTF whose core activity was providing for educational services, was amalgamated with the Company, with effect from the appointed date i.e. 1st April, 2011.

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Upon the scheme becoming effective, all the assets and liabilities, contractual obligations etc. of the VJTF have been transferred and stand vested with the Company from the effective date and from the said date, VJTF has carried on all its business and activities for the benefit of and in trust for the Company. Accordingly, all the income and expenses accruing to VJTF Pvt. Ltd. have been treated as that of the Company.

The Amalgamation has been accounted for under the "pooling of interest" method as prescribed by the Accounting Standard AS-14, "Accounting for Amalgamations" notified under the Companies (Accounting Standards) Rules, 2006. Accordingly, the assets and liabilities and reserves of the erstwhile VJTF Pvt. Ltd. as on appointed date have been taken over at their book values, summarized as under:

Description	Amount (₹)	Amount (₹)
Fixed Assets	51,464,230	
Non Current Investment	54,851,520	
Long Term Loans & Advances	8,736,814	
Current Assets	130,821,393	245,873,957
Less: Non Current Liabilities	54,791,976	
Current Liabilities	152,080,415	
Accrued Gratuity Liability Up to the appointed date *	2,152,709	(209,025,100)
		36,848,857
Less: Surplus in statement of Profit & Loss of VJTF taken to reserves & Surplus		8,501,566
		28,347,291
Purchase Consideration to Equity Shareholders		122,000,000
Goodwill on Amalgamation		93,652,709

* Arising out of re-alignment of accounting policy.

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b) Purchase Consideration:

I. Four Equity Shares of Re. 10/- each credited as fully paid up for every One Equity Shares of Rs.10/- each fully paid up held in VJTF aggregating to Rs.12,20,00,000.

II. One Equity Shares of Re. 10/- each credited as fully paid up for every One Preference Shares of Rs.10/- each fully paid up held in VJTF issued after appointed date though covered by the 'scheme' aggregating to Rs.4,00,00,000.

III. Pending issue of Equity shares as stated above, the consideration is reflected as 'Shares Suspense Account' in the Financial Statements.

c) From the Effective date:

i) The Authorised Share Capital of the Transferor Company shall stand transferred to and combined with the Authorised Share Capital of the Transferee Company without any further act or deed.

ii) The name of the Transferee Company shall stand altered and changed from "Artheon Finance Limited" to "VJTF Eduservices Limited" without any further procedure and other applicable provisions of the Companies Act,1956.

iii) The registered office of the Transferee Company shall stand altered and changed from "201, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400018, Maharashtra, India" to "1st Floor, Neelkanth Apartments, Ramchandra Lane, Malad (West) – 400084, Maharashtra, India" without any further procedure and other applicable provisions of the Companies Act,1956.

iv) The Directors of the Transferor Company shall continue to be the Directors of the amalgamated Company and the Directors of the Transferee Company shall cease to become the Directors of the Transferee Company.

v) The promoters of the Transferor Company shall continue to be the promoters of the Transferor Company and the promoters of the Transferee Company shall cease to become the promoters of the Transferee Company and the promoters of the Transferor Company shall become the promoters of the Transferee Company.

vi) All employees of the Transferor Company on the rolls of the Transferor Company on the Effective Date shall become the employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions not less favorable than those on which they are respectively engaged by the Transferor Company as on the Effective Date.

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vii) The statutory auditors of the Transferee Company shall cease to be the statutory auditors of the Company and M/s. J. Kala & Associates shall be appointed as the statutory auditors of the Company without following any further procedure as laid under the Companies Act, 1956.

d) The title of the assets of the transferor and transferee companies in the name of the Company would be carried out in due course.

e) The Financial Year of the Company has changed to eighteen months for the period ended 30th September, 2012 and includes the effect of amalgamation as stated above. Therefore, previous year figures are not comparable.

6. **Related Party Disclosures:**

The information as required by Accounting Standard 18 relating to 'Related Party Disclosures' is given below:

I. List of Related Parties:
(As identified by the Management)

A) Enterprises Where Directors And/or Shareholders having Significant Influence (with whom Company had transactions):

Integrated Documentation Consultants Pvt. Ltd.

B) Key Management Personnel and their relatives:

a) Mr. M. L. Tulsyan, Director (Till 31st March, 2011)

b) Mr. Sushil Jiwarajka, Director

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C) Transactions during the period (at arm's length) and balances outstanding as at the period end with related parties are as follows :

I. TRANSACTIONS:

(Figures in ₹)

	For The Eighteen Months Period Ended 30th September, 2012		2010-2011	
	Associates	Key Management Personnel and their relatives	Associates	Key Management Personnel and their relatives
i. Income/Expenses				
Expenses				
Professional Fees	--	--	--	546,960
ii. Finance				
Loans Taken repaid	--	--	3,750,000	--

II. OUTSTANDING BALANCES:

(Figures in ₹)

	For The Eighteen Months Period Ended 30th September, 2012		2010-2011	
	Associates	Key Management Personnel and their relatives	Associates	Key Management Personnel and their relatives
Professional Fees Payable	--	--	--	--
Loan Taken	--	--	--	--

NOTE: No amount pertaining to related parties have been written off / back or provided for.

III. DISCLOSURE IN RESPECT OF MATERIAL TRANSACTIONS WITH RELATED PARTIES:

Particulars	**Name of Company**	**For The Eighteen Months Period Ended 30th September, 2012 (₹)**	**2010-11 (₹)**
i. Income/Expenses			
Expenses			
Professional Fees	M. L. Tulsyan	--	546,960
ii. Finance			
Loans Taken Repaid	Integrated Documentation Consultants Pvt. Ltd.	--	3,750,000

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7. **Gratuity:**

The following tables summaries the components of net benefit.

a. Table showing change in benefit obligation:-

Particulars	For The Eighteen Months Period Ended 30th September, 2012 (₹)	2010-11 (₹)
Liability in the beginning of the period	28,83,079	5,27,311
Interest Cost	3,57,390	39,548
Current Service Cost	8,66,305	31,472
Past Service Cost (Non-vested benefit)	--	--
Past Service Cost (Vested benefit)	--	--
Settlement	--	--
Liability Transferred in	--	--
Liability Transferred out	--	--
Benefit Paid	3,89,423	--
Actuarial (Gain)/Loss on obligations	12,19,146	1,32,039
Liability at the end of the period	49,36,498	7,30,370

b. Expenses recognized in the income statement:

Particulars	For The Eighteen Months Period Ended 30th September, 2012 (₹)	2010-11 (₹)
Current Service Cost	8,66,305	31,472
Interest Cost	3,57,390	39,548
Expected Return on Plan Assets	--	--
Past service cost (Non vested benefit) recognized Expected Return on Plan Assets	--	--
Past service cost(Vested benefit) recognized	--	--
Recognition of transition liability	--	--
Actuarial (Gain) or Loss	12,19,146	1,32,039
Expense recognized in Statement of Profit and Loss	24,42,841	2,03,059

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c. Amount recognized in the Balance Sheet:

Particulars	For The Eighteen Months Period Ended 30th September, 2012 (₹)	2010-11 (₹)
Liability at the end of the year	49,36,498	7,30,370

8. **LEASE:**

Disclosures in accordance with Accounting Standard 19- Leases prescribed by Companies (Accounting Standards) Rules, 2006 are given below:

The Company has taken / given commercial premises under cancellable Operating Lease. The Lease Agreement is usually renewable by mutual consent on mutually agreeable terms.

The rental income and expenses in respect of Operating Leases are disclosed under Note 18 and 21, respectively.

9. **EXPENDITURE IN FOREIGN CURRENCY:**

Particulars	For The Eighteen Months Period Ended 30th September, 2012 (₹)	2010-2011 (₹)
Affiliation Fees	16,73,216	-
Total	**16,73,216**	**-**

10. As the Company has only one segment, "Segment Reporting" in terms of Accounting Standard 17 as notified under the Companies (Accounting Standard) Rules, 2006, is not applicable.

11. Basic and diluted earnings per share for the eighteen months period ended on 30th September, 2012:

	For The Eighteen Months Period Ended 30th September, 2012	2010-11
(a) Net Profit / (Loss) after Tax	(₹51,630,850)	(₹4,102,345)
(b) Weighted average no. of Equity Shares Outstanding during the period	1,400,000	1,400,000
(c) Face Value of equity shares	₹10	₹10
(d) Basic and Diluted Earnings per share	(₹ 36.88)	(₹2.93)

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12. **DEFERRED TAX:**

In accordance with Accounting Standard 22 "Accounting for Taxes on income" notified under Companies (Accounting Standards) Rules, 2006, the company has accounted for deferred tax in the books. Deferred tax Assets/ (Liabilities) at the year end comprises timing difference on account of:

Particulars	**As at 30th September, 2012 ₹**	**As at 31st March, 2011 ₹**
Deferred Tax Liabilities		
Difference between net block of Assets as per books and Income Tax.	(47,37,584)	-
Total Deferred Tax Liabilities	**(47,37,584)**	-
Deferred Tax Assets		
Arising on account of timing differences in :-		
Unabsorbed Depreciation	**6,26,451**	-
Business Losses	**19,78,756**	-
Expenses allowable on payment basis:		
Gratuity and Leave Encashment	**10,06,530**	-
Expenses allowable in future years:		
Amalgamation Expenses	**1,42,886**	-
Total Deferred Tax Assets	**37,54,623**	-
Net Deferred Tax Liabilities	**(9,82,961)**	-

13. a) The revised Schedule VI has become effective from 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Accordingly, the company has reclassified the previous year figures to this year classification. The adoption of revised Schedule VI does not impact revenue recognition and measurement principles followed for preparation of financial statements.

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b) The Financial Year of the Company has changed to eighteen months for the period ended 30th September, 2012. Therefore, previous year figures are not comparable.

c) Figures in brackets are related to the previous year.

AS PER OUR ATTACHED REPORT OF EVEN DATE

FOR J. KALA & ASSOCIATES
CHARTERED ACCOUNTANTS

(JAYESH KALA)
PARTNER

PLACE: MUMBAI
DATE: 5th MARCH, 2013

FOR AND ON BEHALF OF THE BOARD

DR VINAY JAIN
DIRECTOR

DR.RAINA JAIN
DIRECTOR

Artheon Finance Limited

Regd. Office : 1st Floor, Neelkanth Apt., Ramchandra Lane, Malad (West), Mumbai – 400064

PROXY FORM

DP Id		**Client Id**	
Regd. Folio No.		**No. of Shares**	

I/We (Name(s) and address of the shareholder in full) being a shareholder of Artheon Finance Limited, hereby appoint of in the district of or failing him / her of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the 28th annual general meeting of the Company being held on Saturday, March 30, 2013, at 6th Floor, Neelkanth Apartments, Ramchandra Lane, Malad (West), Mumbai – 400064 or /and at any adjournment thereof.

I/We direct my/our Proxy to vote on the resolution(s) in the manner as indicated below:

Resolutions	**For**	**Against**

Dated:

Revenue Stamp of Re. 1

Signature of the Shareholder / Proxy

Notes:

(1) The Proxy form duly completed and signed should be received at the Registered Office of the Company situated at 1st Floor, Neelkanth Apartments, Ramchandra Lane, Malad (West), Mumbai – 400064 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

(2) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

(3) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

(4) IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX under "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX under "AGAINST". Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your

proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.

(5) In the case of a body corporate this form must be executed either under its common seal or under the hand of an officer or attorney duly authorised. A copy of the authorisation of such officer or attorney must be lodged with the form of proxy.

(6) Any alterations made in this form of proxy must be initialled by the person who signs it.

(7) Any Discrepancy found in the proxy form will stand rejected.

ARTHEON FINANCE LIMITED

Regd. Office : 1st Floor, Neelkanth Apt., Ramchandra Lane, Malad (West), Mumbai – 400064

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id		**Client Id**	
Regd. Folio No.		**No. of Shares**	

Name(s) and address of the shareholder in full

____.

I/we hereby record my/our presence at the 28th annual general meeting of the Company being held on Saturday, March 30, 2013 at 6th Floor, Neelkanth Apartments, Ramchandra Lane, Malad (West), Mumbai – 400064

Please (√) in the box
MEMBER □ PROXY □

____
Signature of Shareholder / Proxy