



MBI INTERCORP LIMITED

(Formerly known as Moonbeam Industries Limited)

CIN: L36999DL1988PLC033670

Registered Office: 3/14A, Vijay Nagar Double Storey, New Delhi-110009

E-mail: info@mbiintercorpltd.com, Tel: 27132054

Website: www.mbiintercorpltd.com

23/01/2016

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dala Street, Kala Ghoda,
Fort, Mumbai, Maharashtra-400001

Dear Sir,

Ref: MBI INTERCORP LIMITED

Sub: Submission of Annual Report for the year 2014

With reference to above we would like to submit the Annual Report for the year 2014.

Hope you find the above in order.

Thanks & Regards,
For MBI INTERCORP LIMITED



Director/Auth. sign.

MBI INTERCORP LIMITED

(Formerly Known as Moonbeam Industries Limited)

CIN L36999DL1988PLC033670

Reg Off: C-49, Bali Nagar, Delhi-110015

Tel: 22523277, Fax: 22523177

Email: nj_moonbeam@yahoo.co.in Website: www.moonbeamindustries.com

ANNUAL REPORT **2013-2014**

BOARD OF DIRECTORS :

Mr. Viresh Aggarwal : Managing Director
Mr. Anuj Agarwal : Director
Mr. Padam Dugar : Director
Mr. Kamal Jain Dugar : Director

CIN No. : L36999DL1988PLC033670

AUDITORS :

M/S SANJAY RAWAL & CO.
Chartered Accountants
Office: A-146, GF, Dayanand Colony
Lajpat Nagar-Iv, New Delhi-110024
Phone:011-26421822,26282518
Email: casanjayrawal@gmail.com

REGISTRARS & TRANSFER AGENTS :

BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED
Beetal House, 3rd Floor, 99, Madangir
Behind Local Shopping Centre
New Delhi-110062
Ph. 011-29961281-283 Fax 011-29961284
Email: beetalrta@gmail.com

REGISTERED OFFICE :

C-49, Bali Nagar,
Delhi-110015

BANKER

ICICI Bank Ltd

NOTICE OF MEETING

NOTICE IS hereby given that the ANNUAL GENERAL MEETING of the Members of MBI INTERCORP LIMITED will be held at the Registered Office of the Company at C-49, Bali Nagar, New Delhi – 110 015, INDIA on Tuesday, 30th day of September, 2014 at 10:30 A. M. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint Mr. Anuj Agrawal, (03618737), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and M/s. Sanjay Rawal & Co., Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2014-15, to hold office as such from the conclusion of this Annual General Meeting till the annual general meeting of the Financial year 2016-17 at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:-

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment, re-enactment thereof), Mr. Kamal Duggar (DIN: 06825945) who was co-opted as an additional Non-Executive director by the Board of Directors with effect from 24th March, 2014 under the provisions of section 161 of the Companies Act, 2013 (the act), who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for the independent as provided in Section 149(6) of the Companies Act, 2013, being eligible for appointment and in respect of whom a notice in writing from a member proposing her candidature as Director under the provision of section 160 of the act has been received, be and is hereby as appointed as Independent director for a consecutive of five years i.e up to September, 2019."

5. To consider and if thought f it, to pass with or without modif ication(s), the following resolution as an **Ordinary**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with

Schedule IV of the Act, as amended from time to time, Mr. Padam Duggar (DIN 02288102), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e up to September, 2019.”

6. To consider and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Articles of Association”

Registered Office
C-49, BALI NAGAR,
NEW DELHI – 110 015

By Order of the Board
For, MBI INTERCORP LIMITED

Sd/-
(VIRESH AGARWAL)
MANAGING DIRECTOR

PLACE : DELHI
DATE : August 31, 2014

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

2. **The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 22, 2014 to Tuesday, September 30, 2014 (both days inclusive) for annual closing.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
6. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
7. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.moonbeamindustries.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on working days.
8. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

10. GREEN INITIATIVE

The Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular No. 17/2011 dated 21 April, 2011 and Circular No. 18/2011 dated 29 April, 2011, have allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors’ Report, Auditors’ Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

The annual report and other communications/documents sent electronically would also be displayed on the Company’s website: www.moonbeamindustries.com. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of requisition from you.

We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company’s Registrar, in the interest of the environment.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (4.00 P.M. to 6.00 P.M.) on all working days except Saturday, Sunday and Public holiday up to and including the date of the Annual General Meeting of the Company.

VOTING THROUGH ELECTRONIC MEANS

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

I. In case of members receiving e-mail:

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on “Shareholders” tab to cast your votes.
4. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID. Next enter e Image Verification as displayed and Click on Login	Folio Number registered with the Company. Next enter e-Image Verification as displayed and Click on Login
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both Demat as well as Physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field. 	

ANY OF THE FOLLOWING

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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OR

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or dividend Bank details in order to login. If the details are not recorded with the depository or company please enter number of shares held by you as on the cut off date in the Dividend Bank details field.
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*For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Incase either of the details are not recorded with the depository please enter <No. of shares held by you as **on Friday, 22nd August, 2014**> in the Dividend Bank details field.

5. Now, select the name of the Company as **"Moonbeam Industries Limited"** from the drop down menu and click on **"SUBMIT"**.
 6. After entering these details appropriately, click on **"SUBMIT"** tab.
 7. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 8. Click on the relevant EVSN on which you choose to vote.
 9. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 10. Click on the "Resolutions File Link" if you wish to view all the Resolutions.
 11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- II. In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:**

Please follow all steps from Sr. No. (2) to Sr. No. (12) above, to cast vote.

- III. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- IV. E-voting period begins on **Friday, September 27, 2014 (00:01 am)** and ends on **Friday, September 27, 2014 (11:59 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, August 22, 2014**.

SECTION B - OTHER E-VOTING INSTRUCTIONS

- I. Every member who has casted their vote(s) on the resolution through e-voting, shall not be allowed to vote subsequently in the AGM.
- II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- III. Mr. Sanajy Raval, Practising Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- IV. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- V. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.moonbeamindustries.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.
- VI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- VII. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- VIII. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- IX. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- X. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company : **Moonbeam Industries Limited**
Regd. Office: C 49 Bali Nagar, New Delhi, Delhi - 110015
CIN: L36999DL1988PLC033670
E-mail ID: nj_moonbeam@yahoo.co.in
Website: www.moonbeamindustries.com

**Registrar and
Transfer Agent** : M/s Beetal Financial & Computer Services Pvt Ltd
Behind Local Shopping Complex, Near Dada Harsukhdas Mandir,
New Delhi- 110062
Telephone: 011-29961281, 29961282
Fax: 011- 29961284
E mail:beetal@beetalfinancial.com

e-Voting Agency : Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cDSLindia.com

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

For item No. 4

Mr. Kamal Duggar (DIN: 06825945) who was co-opted as an additional Non-Executive director by the Board of Directors with effect from 24th March, 2014 under the provisions of section 161 of the Companies Act, 2013 (the act), who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for the independent as provided in Section 149(6) of the Companies Act, 2013, being eligible for appointment and in respect of whom a notice in writing from a member proposing her candidature as Director under the provision of section 160 of the act has been received, be and is hereby as appointed as Independent director for a consecutive of five years i.e up to September, 2019.”

None of the Directors and Key Managerial Personnel of the Company, except Mr. Kamal Duggar, is, in any way, concerned or interested in the above resolution

For item No. 5

Mr. Padam Duggar (DIN 02288102), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e up to September, 2019.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

For Item No. 6

The existing Articles of Association (“AoA”) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Registered Office
C-49, BALI NAGAR,
NEW DELHI – 110 015

By Order of the Board
For, MBI INTERCORP LIMITED

Sd/-
(VIRESH AGARWAL)
MANAGING DIRECTOR

PLACE : DELHI
DATE : August 31, 2014

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

DIRECTORS' REPORT

Dear Shareholders,

The Directors have the pleasure of presenting the Twenty Sixth Annual Report of your Company together with the audited accounts for the year ended 31st March, 2014.

1. FINANCIAL RESULTS

The summary of financial results for the year is given below:

Particulars	2013-14	2012-13
Sales & Operating Income	4,02,550	4,15,000
Other Income	6,37,352.90	19,02,831
Total Revenue	10,39,902.90	23,17,831.00
Operating Profits (PBDIT)	11,53,032.55	-7,24,049
Less: Depreciation	7,23,584	7,23,584
Interest	4,023	1,198.59
Profit Before Tax & Exceptional Items	18,80,639.55	733.59
Less: Exceptional Items	0.00	0.00
Current Tax	0.00	0.00
Profit after Tax	18,80,639.55	733.59

2. DIVIDEND

Your Directors have not declared any dividend during the year under review. The entire profit ploughed back to business.

3. REVIEW OF BUSINESS OPERATION

During the year under review, your company has registered the turnover of Rs. 4,02,550 against the turnover of Rs. 4,15,000 of previous year. The overall increase in cost is due to increase in the number of employees, increase in assets and increase in purchase of traded goods. Further the interest expense had increased to Rs. 4,023 from Rs. 1,198.59 which had considerably impacted over the profit of the Company. The Profit before Tax for the current year is Rs. 18,80,639.55 as against Rs. 733.59 of previous year.

4. CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Equity Listing Agreement with the Stock Exchange, Report on Corporate Governance and a certificate from the Statutory Auditors of the Company confirming compliance of the same has been included in the Annual Report as a separate section.

5. DIRECTORS

During the year under review, Mr. Anuj Agarawal is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have proposed for re-appointment.

Brief resumes of the director being reappointed together with other relevant details form part of the Notice of the ensuing Annual General Meeting. The Board recommends their re-appointment.

6. AUDITORS AND AUDITORS' REPORT:

M/s. Sanjay Rawal & Co., Chartered Accountants, Statutory Auditors of the Company, holds office until the conclusion of the Twenty Eight (28th) Annual General Meeting subject to ratification of the appointment by the members at every AGM held after this AGM.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to 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, the applicable accounting Standards had been followed along with proper explanation relating to material Departures.
- b. The directors had 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 at the end of the financial year and of the profit of the company for the year under review.
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The directors had prepared the account on going on concern basis.

PARTICULARS OF THE EMPLOYEES

The Company had not paid any remuneration attracting the provisions of section 217(2A) of the Companies Act, 1956 read along with the Companies (Particulars of Employees) Rules, 1975. Hence, no information is required to be appended to this report in this regard.

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earnings on account of the operation of the Company during the year were Rs. Nil.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, MBI INTERCORP LIMITED**

**Sd/-
(VIRESH AGGARWAL)
Managing Director**

**Place : Ahmedabad
Date : August 28, 2014**

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance:

The Company believes that good Corporate Governance is essential in steering the growth and development of the Company. The Code prescribes practices which are directed towards transparency, disclosure, financial controls and accountability. It is the Company's endeavor to attain highest level of governance to enhance the stakeholder's value. Your Company endeavors to adopt best governance practices. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Clause 49 of the Equity Listing Agreement, for the financial year 2013-14.

1. Board of Directors:

The Board of Directors is having non-executive and independent directors as on March 31, 2014. The Board of Directors is consisting of 4 (four) Directors. The Directors manages the day to day affairs of the Company. Non-executive and Independent Directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the year under review, 5 (five) meetings of the Committee were held on 03.06.2013, 13.06.2013, 14.08.2013, 16.11.2013 & 14.02.2014.

Composition of Board and other related matters:

Name of the Director	Category	No. of other Directorships Held (2) As On March 31, 2014	Board meetings attended	Attendance at the last AGM
Mr. Viresh Aggarwal	Managing Director	1	5	Yes
Mr. Padam Duggar	Promoter & Non Executive	4	5	Yes
Mr. Anuj Agarwal	Non Executive & Independent	2	5	Yes
Mr. Kamal Dugar	Non Executive & Independent	1	NIL	No

Notes:

1. This number excludes the directorships / committee memberships held in private limited companies, foreign companies, companies registered under section 25 of the Companies Act,

1956 and that of the Company. Also it includes the Chairmanship/Membership only in the Audit Committee and Shareholders' Grievance Committee.

Mr. Anuj Agarwal is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, had offered himself reappointment. Relevant details pertaining to them are provided in the Notice of the Annual General Meeting.

2. Audit Committee

During the year under review, 5 (five) meetings of the Committee were held on 03.06.2013, 13.06.2013, 14.08.2013, 16.11.2013 & 14.02.2014.

The Composition of the Committee as on March 31, 2014 as well as the particulars of attendance at the Committee during the year is given in the table below:

Name	Designation	Category of Directorship	No. of Meetings attended
Mr. Padam Duggar	Chairman	Independent Director	5
Mr. Kamal Dugar	Member	Independent Director	5
Mr. Anuj Agarwal	Member	Executive Director	5

The composition of the Committee complied with the requirements of Clause 49 of Listing Agreement and Section 292A of the Companies Act, 1956.

The Compliance Officer acts as the Secretary to the Audit Committee. In addition to the above, the Committee meetings were also attended by the Statutory Auditors.

The board terms of reference of the Committee are to review and recommend the financial statements and to review the adequacy of internal control systems and internal audit function. The detailed terms of reference of the Committee as approved by the Board are given below:

- I. Reviewing internal controls and internal audit function and their adequacy with the management / internal auditors.
- II. Reviewing with the management, performance of statutory and internal auditors.
- III. Oversight of the financial reporting process / disclosures and review of interim & annual financial statements before Board approval.
- IV. Appointment/ reappointment/ replacement/ removal of statutory auditors & fixation of their audit fees & fees for other services.
- V. Periodic discussions with the statutory auditors of the Company (whether before, during or after the audit) on internal control systems, nature & scope of audit, audit observations and areas of concern, if any.
- VI. Investigate any matter referred to it by the Board or within its terms of reference.
- VII. Review the outcome of internal investigations of material fraud, irregularity & failure of internal control system.

- VIII. To look into substantial defaults, if any, in payments to depositors, debenture-holders, creditors & shareholders.
- IX. Discussion with the internal auditors any significant findings and follow up thereon.
- X. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
- a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in audit report, if any.
- XI. To review the following information:
- a) Management Discussion and Analysis of financial conditions and results of operations;
 - b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the chief internal auditor.

In addition to the above, the Committee also reviews the financial statements of all Subsidiaries of the Company and shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with stock exchanges or any other applicable law.

3. Remuneration Committee

During the year there is no meeting held under review.

4. Shareholders Committee

The Securities Transfer & Investors' Grievance Committee, as a sub-committee of the Board, inter alia, reviews shareholder / investor grievances. The constitution and functioning of the Committee is as given below:

Name of Director	Designation	Category
Mr. Padam Duggar	Chairman	Independent Director
Mr. Kamal Dugar	Member	Independent Director
Mr. Anuj Agarwal	Member	Executive Director

Mr. Anuj Agarwal has been appointed as the Compliance Officer of the Company by the Board of Directors.

During the year under review, 5 (five) meetings of the Committee were held on 03.06.2013, 13.06.2013, 14.08.2013, 16.11.2013 & 14.02.2014.

The details of the Complaint received/solved/pending during the year are asbelow:

Sr. No.	Nature of Compliant	Complai nts Received	Complai nts Solved	Complai nts Pending
1.	Non Receipt of Dividend on Shares	NIL	NIL	NIL
2.	Non Receipt of Share after Transfer/Transmission/Conversion/Endorsment/Consolidation/Splitting/Bonus Share/Duplicate etc.	NIL	NIL	NIL
3.	Non receipt of Dividend Warrants	NIL	NIL	NIL
4.	Non Receipt of Deb. After Transfer/Transmission/Conversion/Endorsment/Consolidation/Splitting/Duplicate etc.	NIL	NIL	NIL
5.	OTHERS	NIL	NIL	NIL

5. General Body Meetings

The last three Annual General Meetings i.e. 2010-11, 2011-12 and 2013-13 were held at: C-49, Bali Nagar. New Delhi – 110 015 & 211A, DDA Flats, Gazipur, New Delhi-110096

Financial Year	AGM	Date of Annual General Meeting	Time
2010-11	23 rd AGM	30.09.2011	10:00 am
2011-12	24 th AGM	24.09.2012	11:00 am
2012-13	25 th AGM	28.09.2013	11:30 am

The Company has not passed any shareholder resolutions through postal ballot during the year under reference.

6. Disclosures

a) Legal Compliances

The Company follows a formal management policy and system of legal compliance & reporting to facilitate periodical review by the Board of compliance status of laws applicable to the Company and steps taken to rectify non-compliances, if any.

There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

b) Code of Business Conduct

The Code of Business Conduct adopted by the Company has been posted on the web site of the Company. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the Code of Business Conduct for the effective period. The declaration by the Managing Director to that effect forms part of this report as Annexure 1.

c) Related Party Transactions

Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large.

d) Mandatory & Non-Mandatory Clauses

The Company has complied with all mandatory requirements laid down by the Clause 49. The non mandatory requirements complied with have been disclosed at the relevant places.

7. Communication To Shareholders

During the year, unaudited quarterly, half-yearly and audited annual financial results of the Company were submitted to the stock exchanges soon after the Board meeting concludes. These were published in English and Gujarati language newspapers. All official news release of relevance to the investors are also made available on the website for a reasonable period of time.

8. General Shareholder Information

a. 26th Annual General Meeting

Date & Venue	Tuesday, September 30, 2014
Venue	C-49, Bali Nagar. New Delhi – 110 015

b. Tentative Financial Calendar for the year 2014-15

Financial year	1-April to 31-March
First Quarter results	Second week of August 2014
Half Yearly results	Second week of November 2014
Third Quarter results	First week of February 2015
Results for year-end	Fourth week of May 2015

c. Date of Book Closure

September 22, 2014 to September 30, 2014 (both days inclusive)

d. Listing on Stock Exchanges and Security Codes

Name of Stock Exchange	Security Code
Bombay Stock Exchange Ltd., Mumbai (BSE)	526241

The Company has paid the annual listing fees for the year 2013-14 to the above stock exchanges.

e. By category of shareholders:

Category	No. of Shares		Total Shares	% of Holding
	Electronic	Physical		
Promoters' Group	NIL	407340	407340	13.01
Mutual Funds and UTI	NIL	NIL	NIL	NIL
Banks, FI's & Insurance Companies	NIL	NIL	NIL	NIL
Foreign Institutional Investors / NRIs	8000	320300	328300	0.10
Other Bodies Corporate	96900	57700	154600	4.94
Indian Public	1537556	703244	2240800	81.95
Total	1642456	1488584	3131040	100

f. Registered Office

C-49, Bali Nagar. New Delhi – 110 015
Telephone: (011) 22523277

g. Compliance Officer

Mr. Anuj Agarwal,
Director & Compliance Officer,
MBI Intercorp Limited
C-49, Bali Nagar. New Delhi – 110 015
Telephone: (011) 22523277
E-mail: anuj@moonbeamindustries.com

h. Investor services

E-mail: anuj@moonbeamindustries.com

i. Registrars & Transfer Agents

M/s Beetal Financial & Computer Services Pvt Ltd
Behind Local Shopping Complex, Near Dada Harsukhdas Mandir,
New Delhi- 110062, Telephone: 011-29961281, 29961282
Fax: 011- 29961284, E mail:beetal@beetalfinancial.com

By Order of the Board

For, MBI INTERCORP LIMITED

Sd/-
(VIRESH AGGARWAL)
Managing Director

PLACE : Delhi

DATE : September 1, 2014

ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT

To,
The Shareholders

Affirmation of Compliance with Code of Business Conduct

In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that the Company has adopted Code of Conduct for the Directors and the Senior Management Personnel of the Company for the financial year ended March 31, 2013.

**For & on behalf of the Board
(VIRESH AGGARWAL)
Managing Director**

**PLACE : Delhi
DATE : September 1, 2014**

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CERTIFICATE

To the members of MBI Intercorp Limited

We have examined the compliance of conditions of Corporate Governance by MBI Intercorp Limited for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause.

It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance in Clause 49 of the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one month against the Company as per the record maintained by Shareholder grievance committee.

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

**Place : Delhi
Date : September 1, 2014**

**For, CA SANJAY RAWAL
PRACTISING CHARTERED ACCOUNTANTS**

MANAGEMENT DISCUSSION ANALYSIS REPORT

Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.



SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

OFFICE: A-146, G.F. DAYANAND COLONY, LAJPAT NAGAR -IV, NEW DELHI-110024
PHONE: 26421822, 26282518, Email: casanjayrawal@gmail.com
Website: www.sanjayrawalco.com

Independent Auditors' Report

To the Members of **M/s MBI INTERCORP LIMITED (FORMERLY KNOWN AS MOONBEAM INDUSTRIES LIMITED)**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s MBI INTERCORP LIMITED (FORMERLY KNOWN AS MOONBEAM INDUSTRIES LIMITED)**, which comprise the Balance Sheet as at 31st March 2014, and the Statement of Profit and Loss and cash flow statement of the Company for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, and financial performance in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Cont....2/-



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Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014; and
- (ii) In the case of the Statement of Profit and Loss, of the LOSS for the year ended on that date, and
- (iii) In the case of Cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2003 („Order“), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, 1956 enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
 - (i) 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;
 - (ii) in our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - (iii) the Balance Sheet, and the Statement of Profit and Loss and Cash flow statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet, and the Statement of Profit and Loss and Cash flow statement dealt with by this report comply with the Accounting Standards notified under the Companies Act, 1956 (“the Act”) read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. and
 - (v) On the basis of written representations received from the directors, as at 31 March 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For SANJAY RAWAL & CO.
Chartered Accountants
Firm Reg. No. 012820N

Sd/-
(SANJAY RAWAL)

PARTNER
Membership No.: 088156

Place: New Delhi
Date: 29/05/2014



SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

OFFICE: A-146, G.F. DAYANAND COLONY, LAJPAT NAGAR -IV, NEW DELHI-110024

PHONE: 26421822, 26282518, Email: casanjayrawal@gmail.com

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ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH (1) OF OUR REPORT OF EVEN DATE)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
- (b) Assets have been physically verified by the Management during the year. No material discrepancy were noticed on such verification.
- (c) During the year, the company has not disposed off any substantial part of Fixed Assets.
- ii) a) The Inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physically verification of inventories followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms and other parties covered in the register maintained under section 301, of The Companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (b) (c) (d) (f) and (g) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal Control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered in to the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies act, 1956 and exceeding the value of rupees five lakh in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) During the year under review, the company has not accepted any deposits from public.
- (vii) In our opinion, the company has an in house internal Audit system commensurate with the size and nature of activities of the Company.



SANJAY RAWAL & CO.

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- (viii) According to information and explanation given to us provision of section 209 (I) (d) of the Companies Act, 1956 with regard to maintenance of cost records do not apply to the company.
- (ix) **(a) According to the records of the company, the company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and protection fund Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Cess and other statutory dues. Following Statutory dues were outstanding as at 31/03/2014 for a period of more than 6 months from the date they became payable.**
- | | | |
|---|-----|-----------|
| a. Provident fund | Rs | 126161.00 |
| b. Sales Tax/Trade Tax | Rs. | 620432.00 |
| c. Investor Education & Protection Fund | Rs. | 36602.50 |
- b) According to the records of the Company, except for disputed provident fund demand of Rs.5,93,748.00 as referred to in Note No. 2.20 being contested before Provident Fund Appellate authorities there are no dues of Income Tax, Custom Duty, Wealth Tax, Sales Tax, Service Tax, Excise Duty, Cess which have not been deposited on account of any dispute.**
- (x) **The accumulated losses of the company exceed fifty percent of its net worth at the end of the financial year. The company has suffered cash losses during the financial year and has not suffered cash losses in immediately preceding financial year.**
- (xi) Based on our audit procedures and on the basis of information and explanations given by the Management, we are of the opinion that the Company has not defaulted in re-payment of dues to financial institution or banks.
- (xii) According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Society are not applicable to the company.
- (xiv) The nature of company's business / activities during the year does not include dealing in shares, securities, debentures or other investments; hence the requirement of offering comments on this clause is not applicable.
- (xv) According to the information and explanation given to us and records made available to us, the company has not given guarantee for the loans taken by others from banks or financial institutions.



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Cont....3/-

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- (xvi) The company has not taken any term loans during the financial year.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short-term basis have been used for long term investment by the company.
- (xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) During the period covered by our audit report, the company has not issued any debentures requiring report under this clause.
- (xx) The company has not raised any money by public issue during the year and hence the question of disclosure and verification of end use of such moneys does not arise.
- (xxi) 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 Sanjay Rawal & Co.
Chartered Accountants
Firm regn. No. 012820N

Sd/-
(Sanjay Rawal)
Partner
Membership No.088156

Place: New Delhi
Dated: 29.05.2014

MBI INTERCORP LIMITED			
(FORMERLY KNOWN AS MOONBEAM INDUSTRIES LIMITED)			
BALANCE SHEET AS AT 31st MARCH, 2014			
Particulars	Note No	Figures as at 31st March, 2014	Figures as at 31st March, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.01	3,13,10,400.00	3,13,10,400.00
(b) Reserves and Surplus	2.02	-2,55,95,567.01	-2,37,14,927.46
Sub-Total		57,14,832.99	75,95,472.54
(2) Non-Current Liabilities			
(a) Long-term provisions	2.03	0.00	1,85,597.00
Sub-Total		0.00	1,85,597.00
(3) Current Liabilities			
(a) Trade Payables	2.04	0.00	6,61,772.00
(b) Other Current Liabilities	2.05	1,17,77,465.25	12,49,521.20
Sub-Total		1,17,77,465.25	19,11,293.20
Total		1,74,92,298.24	96,92,362.74
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.06	11,42,331.95	18,65,915.95
(b) Other Non Current Assets	2.07	0.00	1,23,254.45
Sub-Total		11,42,331.95	19,89,170.40
(2) Current assets			
(a) Inventories	2.08	25,500.00	25,500.00
(b) Trade receivables	2.09	1,22,080.00	3,22,580.00
(c) Cash and cash equivalents	2.10	70,37,488.29	15,40,214.34
(d) Short-term loans and advances	2.11	91,64,898.00	58,14,898.00
Sub-Total		1,63,49,966.29	77,03,192.34
Total		1,74,92,298.24	96,92,362.74

Notes forming part of Accounts and other Notes to Accounts

As per our report of even date attached.

For, SANJAY RAWAL & CO.

Chartered Accountants

FIRM REGN. NO.:- 012820N

(SANJAY RAWAL)

PARTNER

M.NO. :- 088156

PLACE: NEW DELHI

DATED: 29.05.2014

FOR & ON BEHALF OF THE BOARD

Sd/-

**(VIRESH AGARWAL)
MANAGING DIRECTOR**

Sd/-

**(ANUJ AGARWAL)
DIRECTOR**

MBI INTERCORP LIMITED			
(FORMERLY KNOWN AS MOONBEAM INDUSTRIES LIMITED)			
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014			
Particulars	Note No.	Figures as at 31st March, 2014	Figures as at 31st March, 2013
I. Revenue from operations	2.12	4,02,550.00	4,15,000.00
II. Other Income	2.13	6,37,352.90	19,02,831.00
III. Total Revenue (I & II)		10,39,902.90	23,17,831.00
<i>IV. Expenses:</i>			
Cost of materials consumed	2.14	0.00	1,48,000.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.15	0.00	0.00
Employee benefit expense	2.16	0.00	1,53,000.00
Financial costs	2.17	4,023.00	1,198.59
Depreciation and amortization expense	2.06	7,23,584.00	7,23,584.00
Other expenses	2.18	21,92,935.45	12,92,782.00
Total Expenses (IV)		29,20,542.45	23,18,564.59
V. Profit before exceptional and extraordinary items and tax	(III - IV)	-18,80,639.55	-733.59
VI. Exceptional Items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		-18,80,639.55	-733.59
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax		-18,80,639.55	-733.59
X. Tax expense:			
(1) Current tax		0.00	0.00
(2) Deferred tax		0.00	0.00
		0.00	0.00
XI. Profit(Loss) from the period from continuing operations	(IX-X)	-18,80,639.55	-733.59
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations		0.00	0.00
XIV. Profit/(Loss) from Discontinuing operations	(XII - XIII)	0.00	0.00
XV. Profit/(Loss) for the period (XI + XIV)		-18,80,639.55	-733.59
XVI. Earning per equity share:			
(1) Basic	2.19	-0.60	-0.0002
(2) Diluted	2.19	-0.60	-0.0002

Notes forming part of Accounts and other Notes to Accounts

As per our report of even date attached.

For, SANJAY RAWAL & CO.

Chartered Accountants

FIRM REGN. NO.: - 012820N

FOR & ON BEHALF OF THE BOARD

Sd/-

(VIRESH AGARWAL)
MANAGING DIRECTOR

Sd/-

(ANUJ AGARWAL)
DIRECTOR

(SANJAY RAWAL)

PARTNER

M.NO. :- 088156

PLACE: NEW DELHI

DATED: 29.05.2014

NOTES TO BALANCE SHEET

Share Capital

Particulars	Figures as at 31 st March, 2014	Figures as at 31 st March, 2013
Authorized 1,00,00,000(1,00,00,000) Equity Shares of Rs.10/- each	10,00,00,000.00	10,00,00,000.00
	10,00,00,000.00	10,00,00,000.00
Issued Subscribed & Paid-up Capital 31,31,040(31,31,040) Equity Shares of Rs.10/- Fully paid up	3,13,10,400.00	3,13,10,400.00
	3,13,10,400.00	3,13,10,400.00

Notes:

(a) Reconciliation of Share outstanding at the beginning and at the end of year are given below:

Particulars	2013-14		2012-13	
	Number	Rs.	Number	Rs.
Equity Shares outstanding at the beginning of the year	31,31,040	3,13,10,400.00	31,31,040	3,13,10,400.00
Add: Equity Shares issued during the year	0	0.00	0	0.00
Less: Equity Shares bought back/redeemed during the year	0	0.00	0	0.00
Equity Shares outstanding at the end of the year	31,31,040	3,13,10,400.00	31,31,040	3,13,10,400.00

(b) Details of Shareholder holding more than 5% of the company as on reporting date are given below:

Name of Shareholders	As at 31 st March 2014		As at 31 st March 2013	
	No. of Shares	Percentage	No. of Shares	Percentage
Mr.SonuTandon	1,70,000	5.43%	NIL	-
M/s Shundh Marketing Private Limited	2,70,600	8.64%	2,70,600	8.64%

(c) Equity Shares: The Company has one class of equity shares having a par value of Rs.10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

RESERVE & SURPLUS

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Share Premium Account:		
Opening Balance	1,47,01,500.00	1,47,01,500.00
Addition During The Year	0.00	0.00
Closing Balance(Sub-Total)	1,47,01,500.00	1,47,01,500.00
Profit & Loss Account:		
Opening Balance	-3,84,16,427.46	-3,84,15,693.87
Profit After Tax Transferred from Statement of Profit and Loss	-18,80,639.55	-733.59
Closing Balance(Sub-Total)	-4,02,97,067.01	-3,84,16,427.46
TOTAL	-2,55,95,567.01	-2,37,14,927.46

LONG TERM PROVISIONS

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Provision for Gratuity	0.00	1,85,597.00
TOTAL	0.00	1,85,597.00

TRADE PAYABLES

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Sundry Creditors	0.00	6,61,772.00
TOTAL	0.00	6,61,772.00

OTHER CURRENT LIABILITIES

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Expense Payable	84,270.00	73,798.00
Statutory Liabilities	7,46,592.75	11,39,120.70
Share Application Money- Refund due	36,602.50	36,602.50
Advance for Supplies/ Inventories/dealership	1,09,10,000.00	0.00
TOTAL	1,17,77,465.25	12,49,521.20

FIXED ASSETS**a) Gross Block**

PARTICULARS	AS AT 01/04/2013	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	AS AT 31/03/2014
TANGIBLE				
PLANT & MACHINERY	1,49,11,308.95	0.00	0.00	1,49,11,308.95
FURNITURE & FIXTURES	2,97,757.32	0.00	0.00	2,97,757.32

OFFICE EQUIPMENTS	3,22,031.95	0.00	0.00	3,22,031.95
ELECTRICAL FITTINGS	54,173.14	0.00	0.00	54,173.14
COMPUTERS	3,82,616.00	0.00	0.00	3,82,616.00
VEHICLES	14,85,041.53	0.00	0.00	14,85,041.53
Sub-Total	1,74,52,928.89	0.00	0.00	1,74,52,928.89
INTANGIBLE	0.00	0.00	0.00	0.00
Sub-Total	0.00	0.00	0.00	0.00
TOTAL	1,74,52,928.89	0.00	0.00	1,74,52,928.89
PREVIOUS YEAR	1,74,52,928.89	0.00	0.00	1,74,52,928.89

b) Depreciation

PARTICULARS	AS AT 01/04/2013	FOR THE YEAR	ADJUSTMENTS	AS AT 31/03/2014
TANGIBLE				
PLANT & MACHINERY	1,31,55,650.41	7,08,287.00	0.00	1,38,63,937.41
FURNITURE & FIXTURES	2,87,246.52	0.00	0.00	2,87,246.52
OFFICE EQUIPMENTS	2,94,945.04	15,297.00	0.00	3,10,242.04
ELECTRICAL FITTINGS	52,112.13	0.00	0.00	52,112.13
COMPUTERS	3,48,826.85	0.00	0.00	3,48,826.85
VEHICLES	14,48,231.99	0.00	0.00	14,48,231.99
Sub-Total	1,55,87,012.94	723584.00	0.00	1,63,10,596.94
INTANGIBLE	0.00	0.00	0.00	0.00
Sub-Total	0.00	0.00	0.00	0.00
TOTAL	1,55,87,012.94	723584.00	0.00	1,63,10,596.94
PREVIOUS YEAR	1,48,63,428.94	723584.00	0.00	1,55,87,012.94

c) Net Block (Amt. in Rs)

PARTICULARS	AS AT 31/03/2014	AS AT 31/03/2013
TANGIBLE		
PLANT & MACHINERY	10,47,371.54	17,55,658.54
FURNITURE & FIXTURES	10,510.80	10,510.80
OFFICE EQUIPMENTS	11,789.91	27,086.91
ELECTRICAL FITTINGS	2,061.01	2,061.01
COMPUTERS	33,789.15	33,789.15
VEHICLES	36,809.54	36,809.54
Sub-Total	11,42,331.95	18,65,915.95
INTANGIBLE	0.00	0.00
Sub-Total	0.00	0.00
TOTAL	11,42,331.95	18,65,915.95
PREVIOUS YEAR	18,65,915.95	-

OTHER NON CURRENT ASSETS

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Insurance claim receivable - Considered Good	0.00	1,23,254.45
TOTAL	0.00	1,23,254.45

INVENTORIES

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
At Cost or Market price whichever is lower		
Finished Goods	25,500.00	25,500.00
TOTAL	25,500.00	25,500.00

TRADE RECEIVABLES

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Unsecured		
Debts outstanding for a period exceeding six months - Considered Good	1,22,080.00	3,22,580.00
TOTAL	1,22,080.00	3,22,580.00

CASH AND CASH EQUIVALENT

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Balance With Bank		
-In Current Account (including Rs 17,704.53 in unconfirmed account)	67,85,969.03	31,587.03
-In Refund payable Account(Unconfirmed)	36,602.50	36,602.50
Sub-Total	68,22,571.53	68,189.53
Cash in Hand	2,14,916.76	14,72,024.81
Sub-Total	2,14,916.76	14,72,024.81
Total	70,37,488.29	15,40,214.34

SHORT TERM LOAN AND ADVANCES

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Unsecured - Considered Good		
- Advance for Capital goods-to related party	10,60,000.00	10,60,000.00
- Advance to Suppliers-for capital/supplies/expenses	81,04,898.00	47,54,898.00
Total	91,64,898.00	58,14,898.00

NOTES TO STATEMENT OF PROFIT AND LOSS

Revenue from Operations

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Sales	0.00	4,15,000.00
Contract Income	4,02,550.00	0.00
Total	4,02,550.00	4,15,000.00

Other Income

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Interest on Insurance claim received	0.00	19,02,831.00
Balance Written Back	6,37,352.90	0.00
Total	6,37,352.90	19,02,831.00

Cost of materials consumed

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Opening Stock	0.00	0.00
Add: Purchases	0.00	1,48,000.00
Less: Closing Stock	0.00	0.00
Total	0.00	1,48,000.00

Changes in Inventory of Finished Goods, Work-in Progress and Stock-in-Trade

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Closing Stock		
Finished Goods	25,500.00	25,500.00
Work-in-Progress	0.00	0.00
A	25,500.00	25,500.00
Less: Opening Stock		
Finished Goods	25,500.00	25,500.00
Work-in-Progress	0.00	0.00
B	25,500.00	25,500.00
(A)-(B)	0.00	0.00

Employee benefit expense

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Salary & Wages	0.00	1,53,000.00
Director Salary	0.00	0.00
Total	0.00	1,53,000.00

Financial Costs

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Bank Charges	4,023.00	1,198.59
Total	4,023.00	1,198.59

Other expenses

Particulars	Figures as at 31 st March,2014	Figures as at 31 st March,2013
Advertisement & Publicity Expenses	1,66,525.00	1,25,450.00
Rent, Rates & Taxes	1,50,000.00	3,760.00
Legal & Professional charges	2,36,500.00	36,000.00
Auditor's Remuneration	28,090.00	28,090.00
Miscellaneous Expenses	1,83,488.00	38,110.00
Job Work Charges	22,300.00	75,890.00
Provident Fund Demand	6,35,161.00	0.00
Printing & Stationery	1,48,856.00	0.00
Travelling & Conveyance	3,02,566.00	0.00
Bad Debts	1,50,000.00	1,25,998.00
Balance Written off	1,23,254.45	7,42,772.00
Fee & Subscription	46,195.00	1,16,712.00
Total	21,92,935.45	12,92,782.00

MOONBEAM INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE F.Y. 2013-14

Particulars	2013-14 (Rs.)	2012-13 (Rs.)
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Loss before Tax as per Profit and Loss Account	(18,80,639.55)	(733.59)
Adjustment for:		
Depreciation	7,23,584.00	7,23,584.00
Finance Cost	4,023.00	1,198.59
Operating Profit Before Working Capital Changes	(11,53,032.55)	7,24,049.00
Adjustment for :		
Trade & Other Receivables	(30,26,245.55)	(5,17,218.00)
Inventories	0.00	0.00
Trade Payables	96,80,575.05	3,947.75
Cash Generated from Operations	55,01,296.95	2,10,778.75
Finance Charges	4,023.00	1,198.59
Taxes Paid	0.00	0.00
Cash flow before extraordinary items	54,97,273.95	2,09,580.16
Extraordinary items	0.00	0.00
Net Cash from Operating Activities	54,97,273.95	2,09,580.16
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of fixed Assets	0.00	0.00
Sale of Fixed Assets	0.00	0.00
Miscellaneous Expenditure	0.00	0.00
Net Cash from investing activities	0.00	0.00
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Net proceeds from Borrowings	0.00	0.00
Net Cash used in financing activities	0.00	0.00
Net Increase in Cash and Cash Equivalents	54,97,273.95	2,09,580.16
Opening Cash and Cash Equivalents	15,40,214.34	13,30,634.18
Closing Cash and Cash Equivalents	70,37,488.29	15,40,214.34

For, SANJAY RAWAL & CO.
Chartered Accountants
FIRM REGN. NO.:- 012820N

FOR & ON BEHALF OF THE BOARD

Sd/-
(VIRESH AGARWAL)
MANAGING DIRECTOR

Sd/-
(ANUJ AGARWAL)
DIRECTOR

(SANJAY RAWAL)
PARTNER
M.NO. :- 088156
PLACE: NEW DELHI
DATED: 29.05.2014

NOTE 1 & 2 : ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

1. Accounting Policies:-

a) Basis Information:

M/s MBI InterCorp Limited (Formerly known as Moonbeam Industries Limited) is limited company domiciled in India and incorporated on 26th October 1988 vide CIN L36999DL1988PLC033670. The company is engaged in Trading of mattresses etc.

b) Basis of accounting:

The Financial Statements are prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and to comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government in exercise of the power conferred under sub-section (1) (a) of Section 642 and the relevant provisions of the Companies Act, 1956 (the "Act").

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Revised Schedule VI to the Companies Act, 1956.

c) Use of estimates:

The preparation of Financial Statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the Financial Statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

d) Fixed assets and depreciation:

Fixed Assets are stated at cost of acquisition plus direct costs which are incidental to acquisition and installation till the assets are ready for put to use, less accumulated depreciation.

Depreciation is provided on Straight line Method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

Intangible assets, if any, are amortized on straight line basis over a period of five years, being their estimated useful life.

e) Inventories:

Raw material, Stores and Packing Materials are valued at lower of cost or net realizable value. Semi Finished and finished goods are valued at lower of cost or estimated net realizable value.

f) Revenue recognition:

Revenue from Sale of goods, if any, is recognized when the sale has been completed with the passing of title. Turnover represents invoiced amount of goods and services net of discount, Sales Tax and Excise.

Revenue from Sale of Services, if any, is recognized as the service is performed and booked based upon arrangements with the concerned parties

Interest income is recognized on time proportion basis, inclusive of related tax deducted at source.

g) Expenditure/Liabilities:

Expenditure is booked on accrual basis and provision is made for all known losses and liabilities.

All the statutory liabilities such as ESI/PF/Service Tax/VAT are accounted for/provided as per records available with the company. No Provision is made for interest/damages/penalty/claims for late payment of same .Any amount determined payable by statutory authority is accounted for in the year of order of authority. The Amount claimed by others, if known to company, and amount payable on the basis of those claims are shown as contingent liability in notes to the accounts

h) Taxation:

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

i) Employee benefits:

Expenses and liabilities in respect of employee benefits are recorded in accordance with the notified Accounting Standard 15 - Employee Benefits.

i) Provident fund

The Company makes contribution to statutory provident fund, if applicable, in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. In terms of the Guidance on implementing the revised AS – 15, issued by the Accounting Standards Board of the ICAI,

ii) Gratuity and Accrued leave Salary

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The company has no provision in the books of accounts regarding accrued leave salary and gratuity, if applicable. However, the same is taken at the time of payment to employee's on retirement or otherwise.

j) Impairment of assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is re-ected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

k) Contingent liabilities and provisions:

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company are accounted for as either provisions or disclosed as contingent liabilities. In respect of statutory dues disputed and contested by the Company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Company makes a provision when there is a present obligation as a result of past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligation that may but will probably not require outflow of resources or where the same cannot be reliably estimated is disclosed as contingent liability in the Financial Statement.

l) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The period during which, number of dilutive potential equity shares change frequently, weighted average number of shares are computed based on a mean date in the quarter, as impact is immaterial on earnings per share.

Earning per Share

		As at 31/03/2014 In ₹)	As at 31/03/2013 In ₹)
a)	Net Profit/ Loss	(1880639.55)	(733.59)
b)	Weighted number of Equity Share of Rs. 100/- outstanding during the year	3131040	3131040
c)	Basic/ Diluted Earning per share	(0.60)	(0.0002)

Unprovided contingent liabilities

	As at 31/03/2014 In ₹)	As at 31/03/2013 In ₹)
1.) Continent Liabilities not provided for claims against the company not acknowledge as debts (to the extend ascertained)	0.00	14,28,189.00
2.) Provident fund due pending in appeal	5,93,748.00	12,28,909.00
3.) Other Matters in dispute	0.00	1,99,280.00

Managing Director Remuneration Rs Nil (Pr Yr Rs NIL)

Note: Computation of Net Profit in accordance with Section 349 of the Companies Act, 1956 has not been given as commission by way of percentage of profit has not been paid for the year to any of the directors.

In the opinion of the Board of Directors, the aggregate value of current Assets, Loans and Advance on realization in ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.

The Stocks have been taken as per inventories taken valued and certified by the management of the company.

Bank of India Public issue refund Account has not been reconciled. However as per company's record an amount of Rs.36,602.50 is lying in this account

Additional Information:

- a) Expenditure in Foreign Exchange – Rs. NIL (Pr.Yr. Rs. NIL)
- b) Earning in foreign exchange – Rs. NIL (Pr.Yr. Rs. NIL)

Cont...5/-

Deferred Tax Liability / (Asset) – The company has implemented accounting standard – 22, “Accounting for Taxes on Income” issued by Institute of Chartered Accountants of India. deferred tax liabilities based on depreciation differences as on 31/03/2014 is adequately covered by deferred tax assets based on the benefits of unabsorbed depreciation, carried forward losses etc. that are available to the company as at 31/03/2014 and as such there is no impact of the same on these accounts. No further deferred tax asset has been recognized since there is no certainty of future taxable income to take benefit of deferred tax assets.

Impairment of Assets: - In pursuance of Accounting Standard 28-Impairment of assets (AS-28) issued by the chartered Accountants of India, the company has reviewed it's carrying cost of assets with value in use (determined based on future earnings) / net selling price (determined based on estimation).Based on such review, management is of the view that in the current financial year impairment of assets is not considered necessary.

The company has only one reportable business segment and geographical segment and hence no further disclosure is required under Accounting Standard – 17 on Segment Reporting.

Related Parties Disclosures:-The company has implemented Accounting Standard – 18, “Related Party Disclosures” issued by Institute of Chartered Accountants of India. Consequently disclosures in respect of Related Party transactions are annexed in Annexure-I

There was no outstanding due to entities covered under Micro, Small and Medium Enterprises Development Act, 2006 as on 31/03/2014.

None of the employee was in receipt of remuneration exceeding limits specified under section 217 (2-A) of Companies Act, 1956.

The company has no provision in the books of account regarding accrued leave salary and Gratuity of erstwhile employees. However this been taken on the time of payment to employee's at the time of retirement or otherwise.

C.I.F. VALUE OF IMPORTS		
- Capital Goods	NIL	(NIL)

Debit/Credit balances are subject to confirmation.

Previous year figures have been regrouped / rearranged wherever necessary to conform to current year classification.

Note 1 to 2.36 forms an integral part of Balance Sheet and Statement of Profit & Loss.

Signature to Note 1 to 2.36

In terms of our report of even date attached

For SANJAY RAWAL & CO
Chartered Accountants
Firm Reg. No. 012820N

For & On behalf of the Board of Director
MBI Intercorp Ltd. (Formerly known as
Moonbeam Industries Ltd.)

Sd/-
(SANJAY RAWAL)
Partner
M.No. 088156

Sd/-
(ANUJ AGARWAL)
DIRECTOR

Sd/-
(VIRESH AGARWAL)
MANAGING DIRECTOR

Place: New Delhi
Dated: 29/05/2014

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L36999DL1988PLC033670
Name of the Company : Moonbeam Industries Limited
Registered Office : C-49, Bali Nagar,
New Delhi – 110 015

Name of the member(s) :	
Registered address :	
E-mail ID :	
Folio No/ Client ID :	
DP ID :	

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 10:30 A. M. at C-49, Bali Nagar, New Delhi – 110 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Annual Accounts of the Company as on March 31, 2014 (Ordinary Resolution).
2. Appointment of Mr. Anuj Agrawal as Director who retires by rotation (Ordinary Resolution).
3. Appointment of M/s. Sanjay Rawal & Co., Chartered Accountants as an Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business

1. To regularise Mr. Kamal Dugar as a Director (Ordinary Resolution).
2. To appoint Mr. Padam Duggar as an Independent Director. (Special Resolution)
3. Adoption of new Articles of Association of the Company (Special Resolution).

Signed this day of 2014.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1

Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

 **ATTENDANCE SLIP**

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting held at C-49, Bali Nagar, New Delhi – 110 015 on Tuesday, September 30, 2014 at 10.30 A. M.

Folio No _____ DP ID No. * _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	MBI Intercorp Limited
2	Annual financial statements for the year ended	MARCH 31, 2014
3	Type of Audit observation	Matter Of Emphasis
4	Frequency of observation	The Observations repeated 2006 onwards
	To be signed by-	
	<ul style="list-style-type: none"> • CEO/Managing Director 	 (Viresh Agarwal) Managing Director
	<ul style="list-style-type: none"> • CFO 	The Company Does not have CFO
	<ul style="list-style-type: none"> • Auditor of the company 	 (CA Sanjay Rawal) Partner Sanjay Rawal & Co Chartered Accountants
	<ul style="list-style-type: none"> • Audit Committee Chairman 	 (Padam Duggar) Director