

CRAZYPRICING ONLINE SERVICES LIMITED
(FORMERLY KNOWN AS VICTOR LEASING LIMITED)
Regd. Office: 8/3 IIIRD Floor, Abdul Aziz Road, W.E.A Karol Bagh, Delhi-110005

NOTICE

Notice is hereby given that the Annual General Meeting of **Crazypricing Online Services Limited** will be held on Saturday 29th September 2012 at 03:30 P.M at the registered office of the company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kwangsoo Kim, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor from the conclusion of this Annual General Meeting till Next Annual General Meeting and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolution.

"RESOLVED THAT M/s Miital Nirbhay & Co., Chartered Accountants, T-11, 3rd Floor, Maruti Plaza, Sanjay Palace, Agra - 282002 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration."

SPECIAL BUSINESS:

4. Regularization of Additional Director

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

"RESOLVED THAT Mr. Ramesh Chander, who was appointed as an Additional Director with effect from 13th December, 2011 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from him proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation."

5. Regularization of Additional Director

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

"RESOLVED THAT Mr. Man Mohan Lal, who was appointed as an Additional Director with effect from 14th February, 2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from him proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation."

Date: 31.08.2012
Place: New Delhi

By Order of the Board
of Crazypricing Online Services Limited

Ramesh Chaudhary
Signature
Name: Ramesh Chander
Designation: Additional Director

NOTES

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

PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.

2. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. Members /Proxies are requested to bring their copy of A.G.M Notice to the Meeting.
4. The register of members and share transfer books of the company will remain closed from 22th September 2012 to 29th September 2012 (both days inclusive).
5. **Queries of the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least 7 days prior to the date of AGM to enable the management to compile the relevant information to reply to the same in the meeting.
6. **Inspection of Documents:** Copies of Memorandum and Article of Association of the Company and all other documents referred to in the notice etc., shall be open for inspection at the registered office of the company on any working days except Saturdays between 11 A.M. To 2 P.M. up to the date of AGM and also at the Annual General meeting venue during the meeting.

7. Members /Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall.

8. **Address Change Intimation:** Members are requested to intimate the change of address immediately to the company. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant without any delay.

INFORMATION PURSUANT TO CLAUSE 31 OF THE LISTING AGREEMENT

Name and Addresses of the Stock Exchange at which the Company's shares are listed

1. Delhi Exchange Limited,
DSE House, 3/1
Asif Ali Road, Delhi-110002.

It is hereby confirmed that the Company has paid the Annual Listing Fee to the Delhi Stock Exchange.

Details of Directors Seeking Reappointment at Annual General Meeting

Particulars	
Name	Mr. Ramesh Chander
Date of Birth	16/09/1955
Date of Appointment	13/12/2011

Particulars	
Name	Mr. Man Mohan Lal
Date of Birth	30/05/1954
Date of Appointment	14/02/2012

Date: 31.08.2012

Place: New Delhi

By Order of the Board
of Crazypricing Online Services Limited

Ramesh Chander
Signature
Name: Ramesh Chander
Designation: Additional Director

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956

ITEM NO. 4

Mr. Ramesh Chander was appointed as an Additional Director of the Company with effect from 13th December, 2011, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 257 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Mr. Ramesh Chander, Additional Director of the Company.

ITEM NO. 4

Mr. Man Mohan Lal was appointed as an Additional Director of the Company with effect from 14th February, 2012, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 257 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Mr. Man Mohan Lal, Additional Director of the Company.

Date: 31.08.2012

Place: New Delhi

By Order of the Board
of Crazypricing Online Services Limited

Ramesh Chander

Signature

Name: Ramesh Chander

Designation: Additional Director

DIRECTOR'S REPORT

The Members of **Crazypricing Online Services Limited**,

Your Directors have pleasure in presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended March 31st, 2012.

FINANCIAL RESULTS:

Particulars	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
Total Income	7, 39,075	15, 02,552
Profit before Tax	12,107	3, 11,163
Less: Provision for Tax	3,607	43,270
Profit after Tax Adjustment	8,500	2, 67,893

DIVIDEND:

Your Company's Directors do not recommend any dividend to the Shareholders of the Company for the Financial Year 2011-2012.

PARTICULARS OF EMPLOYEES:

None of the employees of your company were drawing emoluments exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (Particular of Employees) Rules, 1975 during the year.

DEPOSITS:

The Company has not accepted or renewed any sort of deposits during the Financial Year 2011-2012.

CORPORATE GOVERNANCE:

The Board of Directors supports the principles of Corporate Governance. In addition to the basic governance issues the board lays strong emphasis on transparency, accountability and integrity. Your company strives for excellence with the objective of enhancing the shareholders' value. We ensure the practice of Corporate Governance in your esteemed company. All function is discharged in professionally sound, competent and transparent manner.

A detailed report on the company's efforts at the adopting principles of corporate Governance as prescribed under the clause 49 of the listing agreement is produced as part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

Since the Company has not carried on the Business, which requires the particulars to be set out as prescribed under section 217 (1)(e) of the Companies Act, 1956 read with the companies

(Disclosure of Particulars in the report of Board of Directors) Rules, 1998 in the Director's report, the same provision is not applicable.

COMPANY SECRETARY:

As per the requirement of Section 383A, the Management of the Company is trying to appoint a Company Secretary but Company has not found a suitable Candidate for the office of Company Secretary. Hence the company's Balance Sheet for the Financial Year ended 31st March 2012 has not been authenticated by the Company Secretary.

FOREIGN EXCHANGE EARNING AND OUTGO:

The company has not earned any foreign exchange from its business operation during the current year. There is no outgo of foreign exchange during the year 2011-12.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of sub – section (2AA) of Section 217 of the Companies Act, 1956, your Directors hereby confirm:

(I) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(II) That 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 as on 31st March, 2012 and of Profit of the company for that period.

(III) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and

(IV) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

In accordance with the Articles of Association of the Company Mr. Kwangsoo Kim, Director of the Company is liable to retire by rotation at this Annual General Meeting.

AUDITORS:

M/s Mittal Nirbhay & Co., Chartered Accountants, is appointed as the Statutory Auditors of the company at this Annual General Meeting.

AUDITORS REPORT:

The Directors have gone through the Auditors reports and are in agreement with the same.

LISTING:

The Equity Shares of Company are listed with Delhi Stock Exchange Association Limited.

CASH FLOW STATEMENT:

As required under clause-31(2) of the Listing Agreement, a cash flow statement, as prepared in accordance with the Accounting Standard-3 issued by the Institute of Chartered Accountants of India, is given along with Balance Sheet and Profit and Loss Account.

CAUTIONARY STATEMENT:

Statement in this report, particularly those which relate to Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statement depending on the circumstances.

INTERNAL CONTROL SYSTEM:

The company has a reasonable control system commensurate with its size and the nature of services provided by the company, which is being reviewed, periodically for more effectiveness. The company has an audit committee, which regularly reviews the internal audit observations and put corrective measures through justified actions.

HUMAN RESOURCES DEVELOPMENT:

The Company continues to enjoy cordial and warm relations with the employees and executives at all levels. It provides direction for the people working in the organization. Special training programs, workshops, seminars, etc. were continued during the year with a focus towards infusion of technical skill and quality consciousness in order to improve productivity, efficiency and quality.

INDUSTRIAL RELATIONS:

The industrial relation among all with in the organization was cordial. They maintained highest level of discipline and decency for the growth of the organization.

GENERAL:

The note forming part of the accounts being self-explanatory, the comments made by the auditors in their report are not required to be dealt separately.

APPRECIATION:

The Directors wish to place on record its appreciation for the continued co-operation extended by various Financial Institutions, Bankers, Govt. Departments and the members. The Directors also express their appreciation to the employees at all levels, for their dedicated services rendered to the Company.

Date: 31.08.2012
Place: New Delhi

By Order of the Board
of Crazypricing Online Services Limited

Ramesh Chander

Signature
Ramesh Chander
DIN: 00036171

Man Mohan Lal

Signature
Man Mohan Lal
DIN: 05202555

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory and there was a marked improvement. Net Profit for the year 2011-12 stood at Rs.8, 500 /- as against net profit of Rs 2, 67,893/- in the year 2010-11.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

- I. To distribute computer, components and related products.
- II. To design, modify, develop, manufacture, assemble and deal in and with, high technology products, and services and
- III. To provide technical, advisory, consultancy, support, research and developments and services for user of high-technology products and services.

3. Threats

- i) With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

4. PROSPECT & OUTLOOK

The company presents the analysis of the company for the year 2012-2013 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Crazypricing Online Services Limited. The company seeks to attract, retain, and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the board of directors, management, shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee'. Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement.

BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of four members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting also dispatch with the notice. The members of board also discuss each agenda in the meeting and take discussion after make a proper discussion and getting all members views. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

During the year Fifteen Board Meetings have taken place on 04th April, 2011, 25th May 2011, 28th May 2011, 01st July 2011, 01st August 2011, 30th August 2011, 03rd September, 2011, 10th October, 2011, 14th November 2011, 19th November 2011, 02nd December, 2011, 13th December, 2011, 04th January 2012, 14th February 2012, & 26th March 2012.

The composition of Board during the year as follows:

Name of the Director	Designation	Category
Mr. Kwangsoo Kim	Director	Non- Executive Director
Mr. Ramesh Chander	Additional Director	Professional Director
Mr. Man Mohan Lal	Additional Director	Independent Director
Mr. Om Prakash	Whole Time Director	Independent Director

Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Mr. Kwangsoo Kim	Director	Executive Director	0	No
Mr. Ramesh Chander	Additional Director	Professional Director	15	Yes
Mr. Man Mohan Lal	Additional Director	Independent Director	14	Yes
Mr. Om Prakash	Whole Time Director	Professional Director	14	Yes

COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

An Audit committee is a key element in corporate governance process of any company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly 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 the draft audit report.
 - h. The quality and acceptability of:
 - i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with

management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and

ii) financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;

i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

j. the policies and process for identifying and assessing business risks and the management of these risks;

k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

l. possible impairments of the Group's assets;

m. compliance with financial reporting standards and relevant financial and governance reporting requirements;

5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with internal auditors any significant findings and follow up there on.

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

13. Mandatory reviews the following information:

i. Management discussion and analysis of financial condition and results of operations;

- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor

14. Overseeing the relationships with the external auditors as follows:

- i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;
- ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;
- iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;
- iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;
- v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and
- vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 1956.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:

As per the provisions of clause 49 of listing agreement, the audit committee met four times during the year 2011-12 as 28th May 2011, 12th August 2011, 14th November 2011 & 14th February 2012.

The Chairman of the Committee is Mr. Ramesh Chander, Additional & Professional Director nominated by the Board.

The Composition of audit committee is as follows:

Name of the Director	Designation	Category
Mr. Ramesh Chander	Additional Director	Professional Director
Mr. Om Prakash	Whole Time Director	Professional Director
Mr. Kwangsoo Kim	Director	Non- Executive Director

Details of attendance of each member of Audit Committee meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Ramesh Chander	Additional Director	Professional Director	2
Mr. Om Prakash	Whole Time Director	Professional Director	2
Mr. Kwangsoo Kim	Director	Non- Executive Director	0

REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary. Presently the Company not constituted any remuneration committee.

The Composition of Remuneration Committee is as follows:

Name of the Director	Designation	Category
Mr. Ramesh Chander	Additional Director	Professional Director
Mr. Om Prakash	Whole Time Director	Professional Director
Mr. Kwangsoo Kim	Director	Non- Executive Director

Details of attendance of each member of Remuneration Committee meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Ramesh Chander	Additional Director	Professional Director	2
Mr. Om Prakash	Whole Time Director	Professional Director	2
Mr. Kwangsoo Kim	Director	Non- Executive Director	0

SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE:

The Shareholders/ Investors Grievances Committee are constituted for good corporate governance report.

The Composition of Shareholders/ Investors Grievances Committee is as follows:

Name of the Director	Designation	Category
Mr. Ramesh Chander	Additional Director	Professional Director
Mr. Om Prakash	Whole Time Director	Professional Director
Mr. Kwangsoo Kim	Director	Non- Executive Director

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Meetings attended
Mr. Ramesh Chander	Additional Director	Professional Director	1
Mr. Om Prakash	Whole Time Director	Professional Director	1
Mr. Kwangsoo Kim	Director	Non- Executive Director	0

Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee. There were no investors complaints pending at the end of the financial year ended on 31.03.2012.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

ROLE AND RESPONSIBILITIES

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.

- Any other powers which are specifically delegated by the board from time to time.

SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has in House Share Transfer Agent and registrar of the Company. The Company will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by a Practicing Company Secretary and a certificate to that effect is issued by them.

COMPLIANCE OFFICER OF THE COMPANY

Mr. Ramesh Chander, Additional Director is the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & clause 47 (a) of listing agreement and is responsible for complying with the requirements of Listing Agreement with the Stock Exchanges.

GENERAL BODY MEETING:-

Particulars	FY 2008-2009	FY 2009-2010	FY 2010-2011
Date and time	30 th September, 2009, 11:00 A.M.	30 th September, 2010, 04:30 P.M.	30 th November, 2011, 04:30 P.M.
Venue	46/6, LGF, Community Centre, East of Kailash, New Delhi-110065	A-9, Mohan Co-operative Industrial Estate, Mathura Road, Delhi-110044	B-151, DDA Sheds, Okhla Industrial Area, Phase-II, New Delhi-110020
Special Resolution	No	No	No

All resolutions proposed for the above said meetings were duly passed by show of hands. None of the resolution was passed nor proposed to be passed through Postal Ballot last year.

STATUTORY DISCLOSURES:-

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The company has not been penalized, nor have any strictures been imposed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

MEANS OF COMMUNICATIONS

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports and latest presentation have been made to the institutional investors.

The notice of the AGM along with Annual Report will be sent to the shareholders well in advance of the AGM.

DISCLOSURES:

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The details of the Related Party Transactions are placed before and reviewed by the Company's Audit Committee.

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/Statutory Authorities on all matters relating to capital markets, during the last three years.

RISK MANAGEMENT:

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

DATE OF BOOK CLOSURE:

22th September 2012 to 29th September 2012 (both days inclusive)

LISTING ON STOCK EXCHANGE:

1) Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, Delhi-110002

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2011 TO 31.03.2012

Complaint received from the shareholders of the company during the year was duly resolved upto the satisfaction of our shareholders & no complaint was pending at the end of financial year.

ADDRESS FOR CORRESPONDENCE

Crazypricing Online Services Limited,
8/3 IIIIRD Floor, Abdul Aziz Road,
W.E.A Karol Bagh, Delhi-110005

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

SECRETARIAL AUDIT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital a secretarial audit is carried out by a Practicing Company Secretary on half yearly basis.

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, Mr. Ramesh Chander, Additional Director, of Crazypricing Online Services Limited, to the best of my knowledge and belief hereby certify that:

(a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit Committee:

(i) Significant changes in the internal control over financial reporting during the year under reference;

(ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 31.08.2012

Place: New Delhi

**By Order of the Board
of Crazypricing Online Services Limited**

Ramesh Chander
Signature

Name: Ramesh Chander

Designation: Additional Director

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2012, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2012.

Date: 31.08.2012
Place: New Delhi

**By Order of the Board
of Crazypricing Online Services Limited**

Ramesh Chander
Signature
Name: Ramesh Chander
Designation: Additional Director