

# Fortune Industrial Resources Ltd

[CIN : L 51503 DL 1986 PLC 0243 29]

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**Registered Office :** 25, Bazar Lane, Bengali Market, New Delhi-110 001

**E-mail :** [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com), **Website :** [www.firl.co.in](http://www.firl.co.in)

**Fortune Industrial Resources Ltd**

[CIN: L 51503 DL 1986 PLC 024329]

Registered Office: 25, Bazar Lane, Bengali Market, New Delhi-110 001

E-mail: [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com); Website: [www.firl.co.in](http://www.firl.co.in)**Meeting of Equity Shareholders of Fortune Industrial Resources Ltd scheduled to be held through Video Conferencing under the supervision of the Hon'ble National Company Law Tribunal**

<b>Day</b>	Friday
<b>Date</b>	2 <sup>nd</sup> July, 2021
<b>Time</b>	3:00 P.M.
<b>Venue</b>	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

**List of Documents**

<b>Sl. No.</b>	<b>Contents</b>
<b>1.</b>	<b>Notice of the Meeting</b> along with Instructions for attending the meeting through Video Conferencing and remote e-voting
<b>2.</b>	<b>Explanatory Statement</b>
<b>3.</b>	<b>Scheme of Amalgamation</b> of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd (the Transferor Companies No. 1 to 3, respectively) with Fortune Industrial Resources Ltd (the Transferee Company)
<b>4.</b>	<b>Pre-Scheme and post-Scheme Equity and Preference Shareholding Patterns</b> of the listed Transferee Company-Fortune Industrial Resources Ltd
<b>5.</b>	<b>Reports on Valuation of Shares</b> & Share Exchange Ratio by Mr Vikas Gupta, IBBI Registered Valuer and M/s DABSK & Co., Chartered Accountants
<b>6.</b>	<b>Fairness Opinion</b> of SMC Capitals Ltd, SEBI Registered Category 1 Merchant Bankers on the Report on Valuation of Shares & Share Exchange Ratio
<b>7.</b>	<b>Complaints Report</b> filed by Fortune Industrial Resources Ltd with Metropolitan Stock Exchange of India Ltd (MSE)
<b>8.</b>	<b>Observation letter of MSE</b> for the proposed Scheme of Amalgamation
<b>9.</b>	<b>Audited Financial Statements</b> of the Transferor Companies and the Transferee Company for the year ended 31 <sup>st</sup> March, 2020
<b>10.</b>	<b>Un-audited Financial Statements (provisional)</b> of the Transferor Companies and the Transferee Company for the period ended 30 <sup>th</sup> September, 2020
<b>11.</b>	<b>Un-audited Financial Statements (provisional)</b> of the Transferor Companies and the Transferee Company for the period ended 28 <sup>th</sup> February, 2021



<b>12.</b>	<b>Abridged Prospectus</b> of the Transferor Companies along with the Certificate issued by SMC Capitals Ltd, SEBI Registered Category 1 Merchant Bankers
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Sd/-  
**Divey Kant, Advocate**  
Chairperson of the meeting

Through

Sd/-  
Kartikeya Goel, Advocate  
**For Rajeev Goel & Associates**  
Counsel for the Applicants  
785, Pocket-E, Mayur Vihar-II  
Delhi Meerut Expressway/NH-9  
Delhi 110 091  
Mobile: 93124 09354  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
Website: [www.rgalegal.in](http://www.rgalegal.in)

**Date:** 26<sup>th</sup> May, 2021  
**Place:** New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH-IV, NEW DELHI  
(ORIGINAL JURISDICTION)  
COMPANY APPLICATION NO. 20 (ND) OF 2021  
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)  
SECTIONS 230 & 232

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AND

IN THE MATTER OF

INDUS NETLINK LTD

APPLICANT NO. 1/TRANSFEROR COMPANY NO. 1

CASTLE ROCK ADVISORS PVT LTD

APPLICANT NO. 2/TRANSFEROR COMPANY NO. 2

K2 INFOSOLUTIONS PVT LTD

APPLICANT NO. 3/TRANSFEROR COMPANY NO. 3

AND

FORTUNE INDUSTRIAL RESOURCES LTD

APPLICANT NO. 4/TRANSFeree COMPANY

**NOTICE CONVENING MEETING**

**To  
The Equity Shareholders  
of Fortune Industrial Resources Ltd**

**Take Notice** that the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi vide its 18<sup>th</sup> May, 2021 (date of pronouncement), inter alia, directed for convening of a meeting of Equity Shareholders of Fortune Industrial Resources Ltd through Video Conferencing for the

purpose of considering and, if thought fit, approving, the proposed Scheme of Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd, and other connected matters, if any. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, the following resolution with specific majority as provided under sections 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any:

**"RESOLVED THAT** pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby accorded for the proposed Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd (the Transferor Companies No. 1 to 3, respectively) with Fortune Industrial Resources Ltd (the Transferee Company); and other connected matters.

**RESOLVED FURTHER THAT** the Reports on Valuation of Shares & Share Exchange Ratio of Mr Vikas Gupta, the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and M/s DABSK & Co., Chartered Accountants; and Fairness Opinion Report on the Report on Valuation of Shares & Share Exchange Ratio given by SMC Capitals Ltd, a SEBI Registered Category 1 Merchant Banker, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Registered Valuer and the Chartered Accountants for the proposed Scheme of Amalgamation, being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

**RESOLVED FURTHER THAT** the salient features/terms and conditions of the amalgamation, as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- i.** All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.

- ii. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.*
  - iii. Appointed Date for Amalgamation will be 1<sup>st</sup> April, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.*
  - iv. Share Exchange Ratio for amalgamation will be as follows:*
    - a. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 712 (seven hundred and twelve) Equity Shares of ₹10 each held in the Transferor Company No. 1-Indus Netlink Ltd.*
    - b. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 44 (forty four) Equity Shares of ₹10 each held in the Transferor Company No. 2-Castle Rock Advisors Pvt Ltd.*
    - c. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 35 (thirty five) Equity Shares of ₹10 each held in the Transferor Company No. 3-K2 Infosolutions Pvt Ltd.*
- Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.*
- v. Metropolitan Stock Exchange will act as the Designated Stock Exchange for the purposes of the Scheme.*

*be and are hereby approved in specific.*

**RESOLVED FURTHER THAT** *subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune*

*Industrial Resources Ltd, as placed in the meeting, be and is hereby approved.*

**RESOLVED FURTHER THAT** *the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share exchange ratio, etc.,] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme."*

**Take Further Notice** that in pursuance of the said order, a meeting of **the Equity Shareholders of Fortune Industrial Resources Ltd is scheduled to be held through Video Conferencing on Friday, 2<sup>nd</sup> July, 2021 at 3:00 P.M.**, when you are requested to attend.

**Facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Equity Shareholders can vote through remote electronic means (without attending the meeting) instead of voting in the Equity Shareholders' meeting.**

The Hon'ble Tribunal has appointed Mr Divey Kant, Advocate, as the Chairperson; Ms Ankita Pandey, Advocate, as the Alternate Chairperson and Ms Mallika Tayal, Company Secretary, as the Observer/Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230 and 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Amalgamation and other documents, if any, are enclosed. The proposed Scheme of Amalgamation, if approved in the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi.

Dated this 26<sup>th</sup> day of May, 2021

Sd/-  
**Divey Kant, Advocate**  
Chairperson of the meeting

Through

Sd/-  
Kartikeya Goel, Advocate  
**For Rajeev Goel & Associates**  
Counsel for the Applicants  
785, Pocket-E, Mayur Vihar-II  
Delhi Meerut Expressway/NH-9  
Delhi 110 091  
Mobile: 88005 15597  
e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com)  
Website: [www.rgalegal.in](http://www.rgalegal.in)

**Notes:**

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. National Securities Depository Limited (NSDL) was appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) was appointed to provide platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
3. **Notice of the meeting is being sent to all such Equity Shareholders who hold shares as on the cut-off date i.e. 21<sup>st</sup> May, 2021.**

4. **Equity Shareholders who have not registered their e-mail id, can get the same registered by sending the request to the Company at [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com).**
5. **In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:**

<b>Mr Sharwan Mangla General Manager Mas Services Ltd Registrar &amp; Transfer Agent</b>	Mobile: 9811742828 e-mail: <a href="mailto:sm@masserv.com">sm@masserv.com</a>
<b>Mr Deepak Jha Authorised Signatory Fortune Industrial Resources Ltd</b>	Mobile: 9911635679 e-mail: <a href="mailto:dkjhacs@gmail.com">dkjhacs@gmail.com</a>

6. Only Equity Shareholders of the Company may attend the meeting of Equity Shareholders through Video Conferencing and vote through e-voting system.
7. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Observer/Scrutinizer at: [acsmallika42859@gmail.com](mailto:acsmallika42859@gmail.com).
8. **Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
9. **Instructions for attending the meeting through Video Conferencing and remote e-voting are given at the end of this notice.**
10. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below) and through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Monday, 28 <sup>th</sup> June, 2021 at 9:00 A.M. IST
End of remote e-voting	Thursday, 1 <sup>st</sup> July, 2021 at 5:00 P.M.

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- 11.** All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.
- 12.** Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
- 13.** Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website:

<b>Particulars</b>	<b>Website</b>
Fortune Industrial Resources Ltd	<a href="http://www.firl.co.in">www.firl.co.in</a>
Metropolitan Stock Exchange of India Ltd	<a href="http://www.msei.in">www.msei.in</a>

Encl.: As above



**Instructions:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the MEETING venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing MEETING through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this MEETING. However, the Body Corporates are entitled to appoint authorised representatives to attend the MEETING through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the MEETING in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the MEETING through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the MEETING without restriction on account of first come first served basis.
4. The attendance of the Members attending the MEETING through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in

respect of the business to be transacted at the MEETING. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the MEETING will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the MEETING has been uploaded on the website of the Company at [www.firl.co.in](http://www.firl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Ltd at [www.msei.in](http://www.msei.in) and the MEETING Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. MEETING has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

**The remote e-voting period begins on Monday, 28<sup>th</sup> June, 2021 at 9:00 A.M. IST and ends on Thursday, 1<sup>st</sup> July, 2021 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 25<sup>th</sup> June, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25<sup>th</sup> June, 2021.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.  
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="611 415 1417 1010">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="611 1020 1417 1211">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="611 1241 1417 1667">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company</li> </ol>

	<p>name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1.Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3.If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow

steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [acsmallika42859@gmail.com](mailto:acsmallika42859@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Amit Vishal) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com). If you are an Individual shareholders holding securities in demat mode, you



are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the MEETING is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the MEETING through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the MEETING.
3. Members who have voted through Remote e-Voting will be eligible to attend the MEETING. However, they will not be eligible to vote at the MEETING.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the MEETING shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the MEETING through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the

EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com). The same will be replied by the company suitably.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH-IV, NEW DELHI  
(ORIGINAL JURISDICTION)  
COMPANY APPLICATION NO. 20 (ND) OF 2021  
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)  
SECTIONS 230 & 232  
AND  
IN THE MATTER OF SCHEME OF AMALGAMATION  
AND  
IN THE MATTER OF  
INDUS NETLINK LTD  
APPLICANT NO. 1/TRANSFEROR COMPANY NO. 1  
CASTLE ROCK ADVISORS PVT LTD  
APPLICANT NO. 2/TRANSFEROR COMPANY NO. 2  
K2 INFOSOLUTIONS PVT LTD  
APPLICANT NO. 3/TRANSFEROR COMPANY NO. 3  
AND  
FORTUNE INDUSTRIAL RESOURCES LTD  
APPLICANT NO. 4/TRANSFeree COMPANY

### **Explanatory Statement**

[Under sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any]

- 1.** A joint Application being CA (CAA) 20 (ND) of 2021, was filed before the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi (hereinafter referred to as "the Tribunal/NCLT") under the

provisions of section 230 & 232 of the Companies Act, 2013, and other applicable provisions, if any, in connection with the proposed Scheme of Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd (hereinafter referred to as "the Scheme of Amalgamation" or "this Scheme or "the Scheme") and other connected matters, if any.

2. Pursuant to the Order dated 18<sup>th</sup> May, 2021 (date of pronouncement), passed by the Hon'ble Tribunal, in the above referred joint Company Application, a meeting of Equity Shareholders of Fortune Industrial Resources Ltd is scheduled to be convened and held **through Video Conferencing, on Friday, 2<sup>nd</sup> July, 2021, at 3:00 P.M.**, for the purpose of considering and, if thought fit, approving, the proposed Scheme of Amalgamation, at which time the Equity Shareholders are requested to attend.
3. Scheme of Amalgamation, inter alia, provides for the following:
  - a. Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd.
  - b. Other matters connected with the aforesaid amalgamation.

A copy of the Scheme of Amalgamation setting out the terms and conditions of the proposed amalgamation and other connected matters, is enclosed with this Explanatory Statement.

#### **4. Companies to the Scheme and their Background**

##### **4.1 The Applicant No. 1/the Transferor Company No. 1-Indus Netlink Ltd:**

- i. The Transferor Company No. 1-Indus Netlink Ltd [Corporate Identification No. (CIN): U 74899 DL 2000 PLC 105154; Income Tax Permanent Account No. (PAN): AAA CI 8665 A] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 10<sup>th</sup> April, 2000, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for

Commencement of Business dated 26<sup>th</sup> May, 2000, by the Registrar of Companies, Delhi & Haryana, New Delhi.

- ii. Presently, the Registered Office of the Applicant Transferor Company No. 1 is situated at 25, Bazar Lane, Bengali Market, New Delhi-110 001; e-mail id: [indus08@yahoo.com](mailto:indus08@yahoo.com).
- iii. The detailed objects of the Transferor Company No. 1 are set out in the Memorandum of Association and are briefly stated as below:
  - 1. *To provide Internet Services in India and/or abroad through dial up communication lines or other alternative connectivity medium such as cable, satellite, leased line, ISDN, DSL or any other medium for the time being permissible under law and to establish Pops for this purpose in India and abroad, to provide value added services such as web hosting, electronic mailing, fax services, VPNs, EDI, E-commerce and internet telephone etc. and to act as International Gateway provider by setting up International Gateway Connectivity.*
  - 2. *To carry out the business of developing software and all activities related to it including those in the field of hardware development or sales which are required to bring any software so developed to a marketable state and to carry on the business of providing technology consulting and all activities related to make this service acceptable to all our clients and providing export management consultancy and all related activities.*
  - 3. *To enter into joint ventures, undertaking, partnership, agreement or any other arrangement with corporate and non-corporate entities in India and abroad for the providing Internet services and related value added services and other Information Technology related services including e-business, e-commerce, e-services, e-ventures, digital technology, web designer, multimedia developer, business solution provider including business to business and business to customer related services and meeting Information Technology needs including acting as venture capitalist for them.*

4. *To carry on the business of manufacturing , buying, selling, importing,exporting,assemblers,stockists,distributors,designers,developers, contractors, agents, traders, exchangers, jobbers and long term and short term maintenance of computer system and associated equipment, replacement and items in India and abroad to establish and run data processing/computer centers and to offer consultancy and data processing and other services that are normally offered by data processing/computer centers to industrial ,business and other types of customers and to impart training on electronic data processing, computer software and hardware to customers and others.*
  5. *To provide consultancy services in India and abroad on selection of computer systems, software, media, peripherals and allied items, computer personnel and on computerization in general including consultancy of manpower recruitment to work for customers in India and/or abroad and to act as agent and/or contractor for employment in India and/or overseas and/or to carry on business of providing software and hardware personnel to work at customer sites in India and abroad.*
  6. *To hold seminars, courses, training institutions and business conferences for training in computer and/or office automation, computer programming, system analysis, operational research, computer operations, data entry operations, medical transcription, call-centers, work-centers, workshops and computer relating activities in India/and or abroad.*
- iv.** Presently, the Transferor Company No. 1 is engaged in consultancy services and other related activities. The Company has deployed its idle funds in securities investments.
- v.** Present Authorised Share Capital of the Transferor Company No. 1 is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹48,86,500 divided into 4,88,650 Equity Shares of ₹10 each.

- vi.** Detail of the present Board of Directors of the Company is given below:

<b>Sl. No.</b>	<b>Name &amp; Address</b>	<b>DIN</b>	<b>Designation</b>
<b>1.</b>	Prince Goyal A-48, Chander Nagar, Sahibabad, Ghaziabad-201 011	00954215	Director
<b>2.</b>	Ankit Kumar Agrawal House No. 31/28, Near Dugdh Bhandar, Ghumani Mohal, Kanpur-208 001	06993515	Director
<b>3.</b>	Shilendra Singh Chauhan E-16, Gali No. 26D, Molarband Extension, Jaitpur, Badarpur, Delhi-110 044	07545559	Director

#### **4.2 The Applicant No. 2/the Transferor Company No. 2-Castle Rock Advisors Pvt Ltd:**

- i.** The Transferor Company No. 2-Castle Rock Advisors Pvt Ltd [Corporate Identification No. (CIN): U 70109 DL 2007 PTC 162148; Income Tax Permanent Account No. (PAN): AAD CC 0982 B] (hereinafter referred to as "the Transferor Company No. 2/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 17<sup>th</sup> April, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- ii.** Presently, the Registered Office of the Applicant Transferor Company No. 2 is situated at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085; e-mail id: [castlerockadvisory@gmail.com](mailto:castlerockadvisory@gmail.com).
- iii.** The detailed objects of the Transferor Company No. 2 are set out in the Memorandum of Association and are briefly stated as below:

##### **A. Main Objects:**

- 1. To act as investment advisors and to carry on advisory services for all present and prospective field of*

*investment including but not limited to investments in capital market, mutual funds, real estate etc.*

- 2. To promote and/or manage any type of funds, including venture capital funds, private equity funds, mutual funds etc., and to manage assets of such funds and to provide complete range of asset management services.*
- 3. To undertake real estate project management and/or provide consultancy for project management for real estate projects and promotion, construction and development of real estate.*
- 4. To act as investment consultants, financial consultants, management consultants and to render financial advisory services including leasing consultancy, project consultancy, issue structuring, issue marketing, placement, underwriting, financial collaborations, joint ventures and arranging and/or bringing about, in India and/or abroad, technical and business tie ups and syndication for short term or long term project financing.*
- 5. To provide consultancy in various fields of corporate management including legal, administrative, secretarial, financial, statistical, accountancy, quality control, commercial, economic, taxation, industrial, public relations, labour management, technical, data processing, e-commerce and carrying out market survey.*
- 6. To provide a complete range of personal financial advisory services like-investment planning, estate planning, tax planning, portfolio management, consultancy/counseling service etc.*

#### **B. Other Objects:**

The Company has also adopted, inter alia, the following sub-clauses of the Other Objects Clause of its Memorandum of Association:

- 6. To undertake the business as a holding and investment company and to invest, subscribe, acquire, buy, underwrite, hold, transfer, dispose, sell and otherwise*



*deal in all kinds of and types of immovable and movable properties, estates and financial and other assets, instruments, obligations and securities, including shares and stocks, debentures and debenture stocks, bonds, share warrants, commercial papers, Government Securities, units and secured premium notes, issued or guaranteed by any Government Central, State and/or Provincial, public body or authority, company, firm, association of persons and individuals, in India or elsewhere.*

*11. To carry on and undertake the business of portfolio investments in Equity Shares, Preference Shares, Stocks, debentures, SPN Notes, bonds, Company deposits and to deal in Government securities including Government bonds, Loans, National Savings Certificates, Post-Office Savings Scheme, Units of Unit Trust of India or the alike securities.*

*15. To carry on all kinds of agency business as well as representation business and in particular to act as manufacturers agents/representatives, export and import agents and commission agents as well as brokers.*

**iv.** Presently, the Transferor Company No. 2 is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.

**v.** Present Authorised Share Capital of the Transferor Company No. 2 is ₹8,00,000 divided into 80,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹7,77,000 divided into 77,700 Equity Shares of ₹10 each.

**vi.** Detail of the present Board of Directors of the Company is given below:

<b>Sl. No.</b>	<b>Name &amp; Address</b>	<b>DIN</b>	<b>Designation</b>
<b>1.</b>	Satya Pal Bhandula 181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085	05100519	Director
<b>2.</b>	Madhu Bhandula	07599092	Director

	181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085		
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#### **4.3 The Applicant No. 3/the Transferor Company No. 3-K2 Infosolutions Pvt Ltd:**

- i. The Transferor Company No. 3-K2 Infosolutions Pvt Ltd [Corporate Identification No. (CIN): U 72900 DL 2011 PTC 226907; Income Tax Permanent Account No. (PAN): AAE CK 5245 L] (hereinafter referred to as "the Transferor Company No. 3/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 1<sup>st</sup> November, 2011, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.
- ii. Presently, the Registered Office of the Applicant Transferor Company No. 3 is situated at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085; e-mail id: [k2infosolutions2011@gmail.com](mailto:k2infosolutions2011@gmail.com).
- iii. The detailed objects of the Transferor Company No. 3 are set out in the Memorandum of Association and are briefly stated as below:

##### **A. Main Objects:**

1. *To undertake the designing and development of systems and applications software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for, or on behalf of owners and users of software, computer systems and for digital/electronic equipment in India or elsewhere in the world.*
2. *To design, develop, assemble, buy, sell, distribute, import, export, alter ,remodel, lease, install ,repair, service, provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery, fixtures, devices and contrivances and parts thereof including but not limited to telecommunications, electronic test and measurement equipments, analytical equipment, data processing equipment, electronic calculators, equipment*

*and services, electrical and electronic components of every description and microcomputer and microcomputer products, mainframe and super computers, computer networking products and services, computer software, firmware and programmes, electronic and mechanical computer and their peripherals of every kind, equipment and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and subassemblies related to all of the above used in connection therewith.*

- 3. To design, develop, market, distribute, sell, license, install, import, export, or otherwise deal in all software, hardware and programmes of any and all kind and description, including, but not limited to, those used in, or in connection with telecommunications or electronic data processing, products and services including computers and microprocessor based systems, mainframe and super computers, and any peripheral equipment and terminals including signal processing equipment, test equipment, office and automation equipment.*
- 4. To sell, purchase or deal in any type of computer software, applications and hardware, and to make, install, design, develop contemporary information-technology (IT) compliant systems by using latest disciplines of information technology which facilitates e-commerce, e-governance, e-management etc. and other latest forms of information technology systems for all types of industries & classes and to undertake information-technology related turn - key projects and allied works.*

#### **B. Other Objects:**

The Company has also adopted, inter alia, the following sub-clauses of the Other Objects Clause of its Memorandum of Association:

- 31. To acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company, association or undertaking constituted for*

*carrying on business in India or elsewhere, or debentures, bond, obligations and securities issued or guaranteed by Government, municipality, public body or other local authority and an such shares, debentures, bonds obligations or securities acquired by original subscription, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to sell or otherwise dispose of any such shares, debentures, bonds, obligations or securities.*

*32. To act as stockists, commission agent, manufactures, or representatives or agents selling and purchasing agents, indenting agents, distributors, brokers, trustees, attorney, in goods, mentioned in the main objects.*

- iv.** Presently, the Transferor Company No. 3 is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.
- v.** Present Authorised Share Capital of the Transferor Company No. 3 is ₹8,50,000 divided into 85,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹8,00,500 divided into 80,050 Equity Shares of ₹10 each.
- vi.** Detail of the present Board of Directors of the Company is given below:

<b>Sl. No.</b>	<b>Name &amp; Address</b>	<b>DIN</b>	<b>Designation</b>
<b>1.</b>	Satya Pal Bhandula 181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085	05100519	Director
<b>2.</b>	Madhu Bhandula 181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085	07599092	Director

#### **4.4 The Applicant No. 4/Transferee Company-Fortune Industrial Resources Ltd:**

- i. The Transferee Company-Fortune Industrial Resources Ltd [Corporate Identification No. (CIN): L 51503 DL 1986 PLC 024329; Income Tax Permanent Account No. (PAN): AAA CF 1853 B] (hereinafter referred to as "the Transferee Company/the Company") was incorporated under the provisions of the Companies Act, 1956, as a limited company vide Certificate of Incorporation dated 28<sup>th</sup> May, 1986, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 11<sup>th</sup> June, 1986, by the Registrar of Companies, Delhi & Haryana, New Delhi.
- ii. Presently, the Registered Office of the Transferee Company is situated at 25, Bazar Lane, Bengali Market, New Delhi-110 001; e-mail id: [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com); Website: [www.firl.co.in](http://www.firl.co.in)
- iii. The detailed objects of the Transferee Company are set out in the Memorandum of Association and are briefly stated as below:
  1. *To subscribe for ,underwrite , acquire, hold and sell shares, share-stock debentures, debenture stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate or (body corporate or undertaking of whatever nature and whatsoever constituted or carrying on business; and to subscribe for underwrite, acquire, hold and sell shares, debentures and debenture stock and guaranteed by any government sovereign ruler, commissioners, trust municipal, local, or other authority or body of whatever nature, whether in India or elsewhere.*
  2. *To provide industrial finance by way of advance, or lend money, on securities and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, in accordance with and to the extent permissible under the provisions contained in Section, 370 of the Companies Act, 1956 with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulations Act, 1949.*

3. *To carry on the business of buying selling , leasing letting on hire purchase or easy payment system household and office furniture, domestic or industrial including appliances, computers, tabulators, addressing machines and other sophisticated office machinery, installations fitting, machinery, all kinds of cylinders, motor cars, taxi- cabs, automobiles tramcars, motor lorries, machinery wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam, oil, petroleum, electricity or any mechanical or other power device, agricultural implements and machinery, air-ships, aeroplanes and helicopters, tools, plants, implements, utensils, apparatus and requisite and accessories, wireless and television receivers, telephones, telex, teleprinters, or other apparatus, ships, dredgers, barges and containers and to carry on the business of hire purchase of movable properties of any kind, including machinery and plant of all kinds to buy, sell, after repair exchange and deal in and finance the sale of furniture, apparatus, machinery, materials, goods and articles to hire out or sell any of the same on hire purchase system.*
- iv.** Presently, the Transferee Company is engaged in investment in shares and other securities, providing loans and advances and other related activities. The Company is registered with the Reserve Bank of India (RBI) as a non-deposit accepting Non-Banking Finance Company (NBFC).
- v.** Present Authorised Share Capital of the Transferee Company is ₹3,00,00,000 divided into 29,00,000 Equity Shares of ₹10 each aggregating to ₹2,90,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹1,10,00,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000.
- vi.** Detail of the present Board of Directors of the Company is given below:

<b>Sl. No.</b>	<b>Name &amp; Address</b>	<b>DIN</b>	<b>Designation</b>
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<b>1.</b>	Nishant Goyal House No. 27, Ward No. 4, Nai Mandi, Narnaul, Mahendragarh-123 001	08153024	Wholetime Director
<b>2.</b>	Sanjeev Agrawal 1, Maharaja Lal Lane, Civil Lines, Delhi-110 054	00282059	Director
<b>3.</b>	Pankaj Gupta 128, Old Grain Market, Kapurthala-144 601	07656139	Director
<b>4.</b>	Vickky Kumari Flat No. 102, Plot No. 227, Gyankhand 1, Indrapuram, Ghaziabad-201 010	08248219	Director

- 5. Detail of the Promoters:** All the Transferor Companies are closely held un-listed companies. Whereas the Transferee Company is a public limited company. Equity Shares of the Transferee Company are listed on Metropolitan Stock Exchange of India Ltd (Metropolitan Stock Exchange/MSE).

**a. Present Promoters of Transferor Company No. 1:**

<b>Sl. No.</b>	<b>Name</b>	<b>Address</b>
<b>1.</b>	Sanjeev Agrawal	1, Maharaja Lal Lane, Civil Lines, Delhi-110 054
<b>2.</b>	Anant Agarwal	1, Maharaja Lal Lane, Civil Lines, Delhi-110 054
<b>3.</b>	Gemini Buildtech Pvt Ltd	25, Bazar Lane, Bengali Market, New Delhi-110 001
<b>4.</b>	Moon Beverages Ltd	25, Bazar Lane, Bengali Market, New Delhi-110 001
<b>5.</b>	Jasgold Offshore Services Pvt Ltd	G-22/351, Ground Floor, Sector- 7, Rohini, Delhi-110 085
<b>6.</b>	RPG Securities and Financial Services Ltd	G-22/351, Ground Floor, Sector- 7, Rohini, Delhi-110 085
<b>7.</b>	PNR Systems Pvt Ltd	25, Bazar Lane, Bengali Market, New Delhi-110 001
<b>8.</b>	Swastik Calltech Pvt Ltd	25, Bazar Lane, Bengali Market, New Delhi-110 001
<b>9.</b>	Competent Infoways Pvt Ltd	25, Bazar Lane, Bengali Market, New Delhi-110 001
<b>10.</b>	Passion IT Solutions Pvt	25, Bazar Lane, Bengali Market,



	Ltd	New Delhi-110 001
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**b. Present Promoters of Transferor Company No. 2:**

<b>Sl. No.</b>	<b>Name</b>	<b>Address</b>
<b>1.</b>	Satya Pal Bhandula	181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085
<b>2.</b>	Madhu Bhandula	181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085
<b>3.</b>	Siddharth Singhal	404, Haveli Haider Kuli, Chandni Chowk, G.P.O., Delhi-110 006

**c. Present Promoters of Transferor Company No. 3:**

<b>Sl. No.</b>	<b>Name</b>	<b>Address</b>
<b>1.</b>	Satya Pal Bhandula	181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085
<b>2.</b>	Madhu Bhandula	181/182, Pocket-D-17, Sector-3, Rohini, New Delhi-110 085
<b>3.</b>	Siddharth Singhal	404, Haveli Haider Kuli, Chandni Chowk, G.P.O., Delhi-110 006

**d. Present Promoters of Transferee Company:**

<b>Sl. No.</b>	<b>Name</b>	<b>Address</b>
<b>1.</b>	Sanjeev Agrawal	1, Maharaja Lal Lane, Civil Lines, Delhi-110 054
<b>2.</b>	Deepti Agarwal	1, Maharaja Lal Lane, Civil Lines, Delhi-110 054
<b>3.</b>	Prabha Rani Agarwal	1, Maharaja Lal Lane, Civil Lines, Delhi-110 054

- 6.** The proposed Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd, will be affected by the arrangement embodied in the Scheme of Amalgamation framed under sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any.



## **7. Rationale and Benefits of the Scheme:**

The circumstances which justify and/or necessitate the present Scheme of Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd are, inter alia, as follows:

- i.** The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.
- ii.** The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilised by the Transferee Company for its NBFC Business only.
- iii.** The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.
- iv.** The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.
- v.** The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider

capital and financial base and to promote and secure overall growth.

- vi.** The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.
- vii.** The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- viii.** The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

## **8. Salient features of the Scheme of Amalgamation**

- i.** All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies will be transferred to and vest in the Transferee Company.
- ii.** All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
- iii.** Appointed Date for Amalgamation will be 1<sup>st</sup> April, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv.** Share Exchange Ratio for amalgamation will be as follows:
  - a.** The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 712 (seven hundred and twelve) Equity Shares of ₹10 each held in the Transferor Company No. 1-Indus Netlink Ltd.
  - b.** The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 44 (forty four) Equity

Shares of ₹10 each held in the Transferor Company No. 2- Castle Rock Advisors Pvt Ltd.

- c. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 35 (thirty five) Equity Shares of ₹10 each held in the Transferor Company No. 3-K2 Infosolutions Pvt Ltd.

Any fraction arising out of the aforesaid process, if any, will be rounded off to the nearest whole number.

- v. Metropolitan Stock Exchange will act as the Designated Stock Exchange for the purposes of the Scheme.

9. **Extracts of the Scheme:** Extracts of the selected clauses of the Scheme are reproduced below in italics (*points/clauses referred to in this part are of the Scheme of Amalgamation*):

### 1.1 DEFINITIONS

*In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under: and*

- i. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable Rules made there under and includes any amendments, statutory re-enactments and modifications thereof for the time being in force; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- ii. **"Amalgamation"** means amalgamation of the Transferor Companies No. 1 to 3 with and into the Transferee Company in terms of the Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other competent authority, as the case may be.
- iii. **"Applicable Law(s)"** means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration

Authority, having the force of law and as applicable to Companies;

- iv. "Appointed Date"** for the purpose of this Scheme means commencement of business on 1<sup>st</sup> April, 2020, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- v. "Board" or "Board of Directors"** means the Board of Directors of the respective Transferor and Transferee Companies, as the case may be, and shall, unless it is repugnant to the context or otherwise, include Committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee(s).
- vi. "Effective Date"** means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme of Amalgamation, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall be a reference to the Effective Date;
- vii. "Encumbrance"** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (iii) any adverse claim as to title, possession or use.
- viii. "Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the Transferor Companies, or in the nature of common law rights of the Transferor Companies, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, uniforms and all applications and registration for the foregoing and all goodwill associated with

*the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship and copyrights therein, and registrations and applications therefor, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Laws.*

- ix. "IT Act"** means the Income Tax Act, 1961, and the rules made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- x. National Company Law Tribunal** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.
- xi. "Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.
- xii. "Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Income Tax Act, 1961, and other applicable provisions, if any, which provides for the amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd and other connected matters, if any; in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of these Companies and/or by any competent authority and/or by the Hon'ble

*National Company Law Tribunal or that may otherwise be deemed fit by these Companies.*

## **2. TRANSFER OF UNDERTAKING**

- a.** *With effect from the commencement of business on 1<sup>st</sup> April, 2020, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, as a going concern, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and Encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.*
- b.** *Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the Appointed Date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or*



*other charges and shall become the property of the Transferee Company accordingly.*

- c. On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for in the books of accounts of the Transferor Companies or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.*
- d. Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Companies immediately before the amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Companies from the Appointed Date, regardless of the period to which these payments relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.*
- e. Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., of the Transferor Companies, shall be available to and vest in the Transferee Company, without any further act or deed.*
- f. Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.*
- g. On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or*

*by the Transferor Companies, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any.*

- h.** With effect from the Effective Date and until such time names in the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, in so far, as may be necessary. The banks shall also honour cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date. Further, the Transferee Company, if so required, shall also be entitled to maintain one Bank Account each in the name of the Transferor Companies to enable it to deposit/encash any refund or other payment received in the name of the Transferor Companies. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account(s) (in the name of the Transferor Companies) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Companies. Such bank account will not be used for normal banking transactions.*
- i.** All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to and vest in the Transferee Company with effect from the Appointed Date.*
- j.** In accordance with the Central Goods & Services Tax Act, 2017 ('CGST'), Integrated Goods & Services Tax Act, 2017 ('IGST') and respective State Goods & Services Tax laws ('SGST'), Goods & Services tax as are prevalent on the Effective Date, the unutilized credits relating to, Goods & Services tax lying in the accounts of the undertaking of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company (including in electronic form/registration). The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods & Services tax payable by it.*
- k.** All compliances with respect to taxes or any other law between the respective Appointed Date and Effective Date done by the*



*Transferor Companies shall, upon the approval of this Scheme, be deemed to have been complied with by the Transferee Company.*

- l.** Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred or stand transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the accounts of the Transferee Company.*
- m.** Any refund under the Income Tax Act, 1961, Wealth Tax Act, 1957, Customs Duty laws, Central Sales Tax, applicable State Value Added Tax, Service Tax laws, Excise Duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business and available on various electronic forms (including Form 26AS) / registration of the Transferor Companies due to the Transferor Companies consequent to the assessment(s) and other proceeding(s) made on the Transferor Companies and for which no credit is taken in the accounts, as on the date immediately preceding the Appointed Date, shall also belong to and be received by the Transferee Company.*

#### **4. LEGAL PROCEEDINGS**

*All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.*

## **5. OPERATIVE DATE OF THE SCHEME**

- a. This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal sanctioning this Scheme under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.*
- b. Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.*

## **9. ISSUE OF SHARES BY TRANSFEREE COMPANY**

**9.1** *Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Companies, whose names appear in the Register of Members as on the Record Date, in the following ratio:*

- a. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 712 (seven hundred and twelve) Equity Shares of ₹10 each held in the Transferor Company No. 1-Indus Netlink Ltd.*
- b. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 44 (forty four) Equity Shares of ₹10 each held in the Transferor Company No. 2-Castle Rock Advisors Pvt Ltd.*
- c. The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 35 (thirty five) Equity Shares of ₹10 each held in the Transferor Company No. 3-K2 Infosolutions Pvt Ltd.*

**9.2** *Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.*

- 9.3** *The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.*
- 9.4** *The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.*
- 9.5** *The Transferee Company is providing facility of holding shares in dematerialized form and for this purpose, it is registered with both the Depositories-National Securities Depository Ltd (NSDL) and Central Depository Services Ltd (CDSL). Accordingly, the New Equity Shares to be issued by the Transferee Company to the shareholders of the Transferor Companies in terms of this Scheme, will also be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of the Transferor Companies. In case, any shareholder of the Transferor Companies fails to provide the necessary details of his depository account to the Transferee Company on or before the Record Date, the New Equity Shares in the Transferee Company will be issued to such shareholder in physical form.*
- 9.6** *It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Companies.*
- 9.7** *In terms of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies, pursuant to this Scheme, shall be listed on Metropolitan Stock Exchange being the Stock Exchanges on which the Equity Shares of the Transferee Company are presently listed. The Transferee*

*Company will make necessary application(s) to the Stock Exchange and other competent authorities, if any, for this purpose and will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in this regard. The concerned Stock Exchange and the SEBI, shall, on receipt of listing application(s) and other documents, promptly grant necessary approval(s) and list the new Equity Shares issued by the Transferee Company.*

**9.8** *In case any Promoters' holding in the Transferee Company and/or new Shares to be issued in the Transferee Company in terms of this Scheme, are placed under lock-in by the Stock Exchange(s), the SEBI or any other competent authority, pursuant to the provisions of the Listing Agreement and SEBI Regulations, etc., such locked-in shares may be transferred within the Promoters' Group during such lock-in period.*

**9.9** *Shares allotted pursuant to this Scheme may remain frozen in the Depositories system till listing/trading permission is given by the Stock Exchange(s). The Transferee Company will comply with the applicable provisions in this regard.*

**The aforesaid are the salient features/selected extracts of the Scheme of Amalgamation. Please read the entire text of the Scheme of Amalgamation to get acquainted with the complete provisions of the Scheme.**

**10.** The proposed Scheme of Amalgamation is for the benefit of all the Companies, their Shareholders and other stakeholders. It is fair and reasonable and is not detrimental to the interest of the public. It is not prejudicial to any person.

**11.** Valuation exercise has been carried out to determine the share swap ratio for the proposed Scheme of Amalgamation. Mr Vikas Gupta, the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and M/s DABSK & Co., Chartered Accountants, have prepared the respective Report on Valuation of Shares and Share Exchange Ratio.

The Report on Valuation of Shares & Share Exchange Ratio of Mr Vikas Gupta, the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and M/s DABSK & Co., Chartered Accountants, have been unanimously accepted by the respective Board of Directors of the Transferor Companies No. 1 to 3 and the Transferee Company. The Board of Directors of the Transferor Companies No. 1 to 3 and the Transferee Company, based on the Reports on Valuation of Shares & Share Exchange Ratio and on the basis of their independent evaluation and judgment, concluded that the proposed exchange ratio is fair and reasonable to the Shareholders and other stakeholders of all the Companies.

Copies of the Report on Valuation of Shares & Share Exchange Ratio of Mr Vikas Gupta, the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and M/s DABSK & Co., Chartered Accountants, giving basis of valuation, valuation methodology and calculations, etc., are enclosed herewith.

- 12.** In terms of the provisions of the SEBI Regulations, Fairness Opinion Report was obtained from SMC Capitals Ltd, a SEBI Registered Category 1 Merchant Bankers, on the Share Valuation Report and the proposed Share Exchange Ratio. Opinion expressed by the aforesaid Merchant Banker is reproduced below:

*"Based upon and subject to the foregoing, in this case of Scheme of Amalgamation, we are of the opinion on the date hereof, that the valuation report obtained in regard to requirement as per SEBI circular from Mr. Vikas Gupta, Registered Valuer and proposed Scheme of Amalgamation is fair and reasonable in the current scenario."*

A copy of the Fairness Opinion issued by SMC Capitals Ltd is enclosed herewith.

- 13.** The Audit Committee of the Transferee Company in the meeting held on 22<sup>nd</sup> September, 2020, reviewed the Share Valuation Reports and proposed Share Exchange Ratio, Fairness Opinion, Rationale of the Scheme and recommended the proposed Scheme of Amalgamation to the Board of Directors.
- 14.** The proposed Scheme of Amalgamation has been unanimously approved by the respective Board of Directors of the Transferor

Companies No. 1 to 3 and the Transferee Company in the respective Board meetings held on 22<sup>nd</sup> September, 2020. None of the Directors voted against or abstained from voting on the resolution for approving the Scheme of Amalgamation in the aforesaid meetings.

Further, the notice of the aforesaid meeting scheduled to be convened and held under the supervisions of the Hon'ble National Company Law Tribunal, the Explanatory Statement and other papers of the meeting have also been approved unanimously, by the respective Board of Directors of the Transferor Companies No. 1 to 3 and the Transferee Company on 26<sup>th</sup> May, 2021. None of the Directors voted against or abstained from voting on the resolution for approving the notice and other papers of the meeting.

- 15.** In terms of the provisions of the SEBI Regulations, the Transferee Company has filed the requisite application(s) along with the draft Scheme of Amalgamation and other documents with Metropolitan Stock Exchange of India Ltd to obtain No Objection to the proposed Scheme of Amalgamation.
- 16.** As required by the SEBI Regulations, the Transferee Company filed Complaint Reports (indicating Nil Complaints) with Metropolitan Stock Exchange. After filing of Complaint Reports, the Transferee Company has not received any compliant from any investors.

Copy of the aforesaid Complaint Report is enclosed herewith.

- 17.** The Transferee Company has received no-objection/observation to the Scheme of Amalgamation from with Metropolitan Stock Exchange (the Designated Stock Exchange for the purpose of the present Scheme) vide its observation letter dated 23<sup>rd</sup> December, 2020.

Relevant extracts from the Observation Letter issued by Metropolitan Stock Exchange is reproduced below:

*"In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the Scheme with Hon'ble NCLT.*



*Further, wherever applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017."*

Copy of the Observation Letter received from Metropolitan Stock Exchange is enclosed herewith.

- 18.** The present Scheme of Amalgamation, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi. No specific approval is required to be obtained from any other government authority to the present Scheme of Amalgamation.
- 19.** No proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under the provisions of the Companies Act, 1956, are pending against the Transferor Companies No. 1 to 3 and the Transferee Company.
- 20. Effect of the Scheme on the Promoters, Directors, Key Managerial Personnel, Shareholders, etc.:**
  - a.** Promoters and/or Directors of the Transferor Companies No. 1 to 3 and the Transferee Company are deemed to be interested in the proposed Scheme of Amalgamation to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies. Similarly, Key Managerial Personnel (KMP) of the Transferor Companies No. 1 to 3 and the Transferee Company may also be deemed to be interested in the proposed Scheme to the extent of their shareholding in, loan given to and remuneration drawn from, as the case may be, the respective Companies.
  - b.** The proposed Scheme of Amalgamation would not have any effect on the material interest of the Promoters, Directors and Key Managerial Personnel of the Transferor Companies No. 1 to 3 and the Transferee Company different from that of the interest of other shareholders, creditors and employees of these Companies.
  - c.** The proposed Scheme of Amalgamation does not envisage any corporate debt restructuring. There is no proposal to restructure or vary the debt obligation of any of the Transferor

Companies No. 1 to 3 or the Transferee Company towards their respective creditors. The proposed Scheme of Amalgamation will not adversely affect the rights of any of the creditors of the Transferor Companies No. 1 to 3 or the Transferee Company in any manner whatsoever.

- d. The proposed Scheme of Amalgamation will not have any adverse effect on the Secured Creditors, Un-Secured Creditors, Employees and other stakeholders, if any, of the Transferor Companies No. 1 to 3 or of the Transferee Company.

## 21. Shareholding of the Directors and Key Managerial Personnel

- A. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 1 in the Transferor Companies No. 1 to 3 and the Transferee Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No. of Shares held as on 31.03.2021			
		Transferor Company No. 1	Transferor Company No. 2	Transferor Company No. 3	Transferee Company
1.	Prince Goyal (Director)	Nil	Nil	Nil	Nil
2.	Ankit Kumar Agrawal (Director)	Nil	Nil	Nil	Nil
3.	Shilendra Singh Chauhan (Director)	Nil	Nil	Nil	Nil

- B. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 2 in the Transferor Companies No. 1 to 3 and the Transferee Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No. of Shares held as on 31.03.2021			
		Transferor Company No. 1	Transferor Company No. 2	Transferor Company No. 3	Transferee Company
1.	Satya Pal Bhandula (Director)	Nil	50,300	49,265	Nil
2.	Madhu Bhandula (Director)	Nil	13,650	17,135	Nil



- C.** Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferor Company No. 3 in the Transferor Companies No. 1 to 3 and the Transferee Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No. of Shares held as on 31.03.2021			
		Transferor Company No. 1	Transferor Company No. 2	Transferor Company No. 3	Transferee Company
1.	Satya Pal Bhandula (Director)	Nil	50,300	49,265	Nil
2.	Madhu Bhandula (Director)	Nil	13,650	17,135	Nil

- D.** Detail of present Shareholding of the Directors and Key Managerial Personnel of the Transferee Company in the Transferor Companies No. 1 to 3 and the Transferee Company, either singly or jointly or as nominee, is as under:

Sl. No.	Name of Directors & KMP and their Designation	No. of Shares held as on 31.03.2021			
		Transferor Company No. 1	Transferor Company No. 2	Transferor Company No. 3	Transferee Company
1.	Sanjeev Agrawal (Director)	6,600	Nil	Nil	4,20,500
2.	Mr. Pankaj Gupta (Director)	Nil	Nil	Nil	Nil
3.	Vickky Kumari (Director)	Nil	Nil	Nil	Nil
4.	Nishant Goyal (Director)	Nil	Nil	Nil	Nil
5.	Bharti (Company Secretary)	Nil	Nil	Nil	Nil
6.	Umesh Kumar Gupta (Chief Financial Officer)	Nil	Nil	Nil	Nil

## 22. Pre-Scheme Share Capital Structure

- A.** Pre-Scheme Share Capital Structure of the Transferor Company No. 1 is given below:

Particulars	No. of Shares (of Rs. 10 each)	Amount (Rs.)
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Present Issued, Subscribed and Paid-up Equity Share Capital	4,88,650	48,86,500
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- B.** Pre-Scheme Share Capital Structure of the Transferor Company No. 2 is given below:

<b>Particulars</b>	<b>No. of Shares (of Rs. 10 each)</b>	<b>Amount (Rs.)</b>
Present Issued, Subscribed and Paid-up Equity Share Capital	77,700	7,77,000

- C.** Pre-Scheme Share Capital Structure of the Transferor Company No. 3 is given below:

<b>Particulars</b>	<b>No. of Shares (of Rs. 10 each)</b>	<b>Amount (Rs.)</b>
Present Issued, Subscribed and Paid-up Equity Share Capital	80,050	8,00,500

- D.** Pre-Scheme Share Capital Structure of the Transferee Company is given below:

<b>Particulars</b>	<b>No. of Shares (of Rs. 10 each)</b>	<b>Amount (Rs.)</b>
Present Issued, Subscribed and Paid-up Equity Share Capital	10,00,000	1,00,00,000
Present Issued, Subscribed and Paid-up Preference Share Capital	1,00,000	10,00,000
<b>Total:</b>	<b>11,00,000</b>	<b>1,10,00,000</b>

## **23. Post-Scheme Share Capital Structure**

- A.** In terms of the provisions of the Scheme, all the Transferor Companies No. 1 to 3 will be merged with the Transferee Company. On the Scheme become effective, the Transferor Companies No. 1 to 3 will be dissolved without the process of winding up.
- B.** Post-Scheme Share Capital Structure of the Transferee Company is given below:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Amount</b>
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	<b>(of Rs. 10 each)</b>	<b>(Rs.)</b>
Post-Scheme Issued, Subscribed and Paid-up Equity Share Capital	14,73,936	1,47,39,360
Post-Scheme Issued, Subscribed and Paid-up Preference Share Capital	1,00,000	10,00,000
<b>Total:</b>	<b>15,73,936</b>	<b>1,57,39,360</b>

## 24. Pre and Post Scheme Shareholding Pattern

- A.** Pre-Scheme Equity Shareholding Pattern of the Transferor Company No. 1 is given below:

Sl. No.	Category	Pre-Scheme	
		No. of fully paid up Equity Shares of Rs. 10/- each	% of total equity share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	4,41,950	90.44
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	4,41,950	90.44
<b>B</b>	<b>Public Shareholding</b>	46,700	9.56
	<b>Total Public Shareholding (B)</b>	46,700	9.56
	<b>Total (A+B)</b>	4,88,650	100

- B.** Pre-Scheme Equity Shareholding Pattern of the Transferor Company No. 2 is given below:

Sl. No.	Category	Pre-Scheme	
		No. of fully paid-up Equity Shares of Rs. 10/- each	% of total equity share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	77,700	100
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	77,700	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-

	<b>Total (A+B)</b>	77,700	100
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- C.** Pre-Scheme Equity Shareholding Pattern of the Transferor Company No. 3 is given below:

Sl. No.	Category	Pre-Scheme	
		No. of fully paid up Equity Shares of Rs. 10/- each	% of total equity share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	80,050	100
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	80,050	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-
	<b>Total (A+B)</b>	8,00,500	100

- D.** Pre-Scheme Equity Shareholding Pattern of the Transferee Company is given below:

Sl. No.	Category	Pre-Scheme	
		No. of fully paid-up Equity Shares of Rs. 10/- each	% of total equity share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	6,16,300	61.63
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	6,16,300	61.63
<b>B</b>	<b>Public Shareholding</b>	3,83,700	38.37
	<b>Total Public Shareholding (B)</b>	3,83,700	38.37
	<b>Total (A+B)</b>	10,00,000	100

- E.** Pre-Scheme Preference Shareholding Pattern of the Transferee Company is given below:

Sl.	Category	Pre-Scheme
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<b>No.</b>		<b>No. of fully paid-up Preference Shares of Rs. 10/- each</b>	<b>% of total Preference Share capital</b>
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	1,00,000	100
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	1,00,000	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-
	<b>Total (A+B)</b>	1,00,000	100

**F.** Post-Scheme Equity Shareholding Pattern of the Transferee Company is given below:

<b>Sl. No.</b>	<b>Category</b>	<b>Post-Scheme</b>	
		<b>No. of fully paid-up Equity Shares of Rs. 10/- each</b>	<b>% of total equity share capital</b>
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	6,78,372	46.02
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	6,78,372	46.02
<b>B</b>	<b>Public Shareholding</b>	7,95,564	53.98
	<b>Total Public Shareholding (B)</b>	7,95,564	53.98
	<b>Total (A+B)</b>	14,73,936	100

**G.** Post-Scheme Preference Shareholding Pattern of the Transferee Company is given below:

<b>Sl. No.</b>	<b>Category</b>	<b>Post-Scheme</b>	
		<b>No. of fully paid-up Preference Shares of Rs. 10/- each</b>	<b>% of total Preference Share capital</b>
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	1,00,000	100

	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	1,00,000	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-
	<b>Total (A+B)</b>	1,00,000	100

- 25.** A copy of the Scheme of Amalgamation is being filed with the concerned Registrar of Companies.
- 26.** Copies of the latest Audited Financial Statements of the Transferor Companies No. 1 to 3 and the Transferee Company for the year ended 31<sup>st</sup> March, 2020, along with the Auditors' Reports thereon, are enclosed herewith.
- 27.** Copies of the Un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 3 and the Transferee Company for the period ended 30<sup>th</sup> September, 2020, are also enclosed herewith.
- 28.** Copies of the Un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 3 and the Transferee Company for the period ended 28<sup>th</sup> February, 2021, are also enclosed herewith.
- 29.** Total amount due to Un-secured Creditors [including Statutory and Other Dues], as on 30<sup>th</sup> September, 2020, is given below:

(As on 30.09.2020)

<b>Sl. No.</b>	<b>Un-secured Creditors of</b>	<b>Amount (Rs.)</b>
<b>1.</b>	Indus Netlink Ltd	11,000
<b>2.</b>	Castle Rock Advisors Pvt Ltd	10,000
<b>3.</b>	K2 Infosolutions Pvt Ltd	10,000
<b>4.</b>	Fortune Industrial Resources Ltd	Nil

- 30.** The following documents will be available for inspection or for obtaining extracts from or for making or obtaining copies of, by the members and creditors at the registered office of the Transferor Companies No. 1 to 3 and the Transferee Company on any working day from the date of this notice till the date of meeting between 11:00 A.M. and 4:00 P.M.:
- a.** The Memorandum and Articles of Association of the Transferor Companies No. 1 to 3 and the Transferee Company.

- b.** The Audited Financial Statements of the Transferor Companies No. 1 to 3 and Transferee Company for the last 3 years ended 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2020.
- c.** The Un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 3 and Transferee Company for the period ended 30<sup>th</sup> September, 2020.
- d.** The Un-audited Financial Statements (provisional) of the Transferor Companies No. 1 to 3 and Transferee Company for the period ended 28<sup>th</sup> February, 2021.
- e.** Register of Particulars of Directors and KMP and their Shareholding, of the Transferor Companies No. 1 to 3 and the Transferee Company.
- f.** Copy of the proposed Scheme of Amalgamation.
- g.** Paper Books and proceedings of the Company Application No. CA (CAA) 20 (ND) of 2021.
- h.** Copy of Order dated 18<sup>th</sup> May, 2021 (date of pronouncement), passed by the Hon'ble National Company Law Tribunal, New Delhi Bench-IV, New Delhi, in the Company Application No. CA (CAA) 20 (ND) of 2021 filed by the Transferor Companies No. 1 to 3 and the Transferee Company, in pursuance of which the aforesaid meeting is scheduled to be convened.
- i.** Reports on Valuation of Shares & Share Exchange Ratio by Mr Vikas Gupta, IBBI Registered Valuer and M/s DABSK & Co., Chartered Accountants.
- j.** Fairness Opinion of SMC Capitals Ltd, SEBI Registered Category 1 Merchant Bankers on the Share Valuation & Share Exchange Ratio.
- k.** Complaints Reports filed by the Transferee Company-Fortune Industrial Resources Ltd with Metropolitan Stock Exchange of India Ltd (MSE).
- l.** Observation letter of Metropolitan Stock Exchange for the proposed Scheme of Amalgamation.

- m.** Copies of the Certificates issued by the Statutory Auditors of the Transferor Companies No. 1 to 3 and the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
  - n.** Applicable information of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd in the format specified for Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, along with the Certificate issued by SMC Capitals Ltd, SEBI Registered Category 1 Merchant Bankers.
- 31.** A copy of the Scheme of Amalgamation, Explanatory Statement and other annexures may be obtained free of charge on any working day (except Saturday) prior to the date of meeting, from the registered office of the Transferee Company; or from the office of the Legal Counsel-Mr Kartikeya Goel, Advocate, M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar-II, Delhi Meerut Expressway/ NH-9, Delhi-110 091, India, Mobile: 88005 15597, e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com); Website: [www.rgalegal.in](http://www.rgalegal.in).
- 32.** Notice of the meeting, Explanatory Statement and other documents are also being placed on the following websites:

Particulars	Website
Fortune Industrial Resources Ltd	<a href="http://www.firl.co.in">www.firl.co.in</a>
Metropolitan Stock Exchange of India Ltd	<a href="http://www.msei.in">www.msei.in</a>

- 33. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
- 34.** Facility of remote e-voting will be available during the prescribed time period before the meeting as given in the notice of the meeting. e-voting system will also be available during the meeting. Instructions for voting through electronic means is being sent along with the notice of meeting.

Dated this 26<sup>th</sup> day of May, 2021



**For and on behalf of the Board of  
Directors  
For Indus Netlink Ltd**

**For and on behalf of the Board of  
Directors  
For Castle Rock Advisors Pvt Ltd**

**Sd/-  
Shilendra Singh Chauhan  
Director  
DIN: 07545559**

**For and on behalf of the Board of  
Directors  
For K2 Infosolutions Pvt Ltd**

**Sd/-  
Satya Pal Bhandula  
Director  
DIN: 05100519**

**For and on behalf of the Board of  
Directors  
For Fortune Industrial Resources  
Ltd**

**Sd/-  
Satya Pal Bhandula  
Director  
DIN: 05100519**

**Sd/-  
Nishant Goyal  
Whole time Director  
DIN: 08153024**

**SCHEME OF AMALGAMATION OF INDUS NETLINK LTD, CASTLE ROCK ADVISORS PVT LTD AND K2 INFOSOLUTIONS PVT LTD WITH FORTUNE INDUSTRIAL RESOURCES LTD;**

**AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 & 232 OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS, IF ANY.**

**Preamble**

This Scheme of Amalgamation is framed in terms of the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with section 2(1B) of the Income Tax Act, 1961, and other applicable provisions, if any.

The Scheme provides for Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd; and other connected matters, if any.

**1.1 DEFINITIONS**

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as given below:

- i. **"Act"** means the Companies Act, 2013 (18 of 2013), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable Rules made there under and includes any amendments, statutory re-enactments and modifications thereof for the time being in force; and the Companies Act, 1956 (1 of 1956), to the extent applicable, if any.
- ii. **"Amalgamation"** means amalgamation of the Transferor Companies No. 1 to 3 with and into the Transferee Company in terms of the Scheme in its present form or with any modification(s) as approved by the Hon'ble National Company Law Tribunal or any other competent authority, as the case may be.
- iii. **"Applicable Law(s)"** means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority, having the force of law and as applicable to Companies;
- iv. **"Appointed Date"** for the purpose of this Scheme means commencement of business on 1<sup>st</sup> April, 2020, or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- v. **"Board" or "Board of Directors"** means the Board of Directors of the respective Transferor and Transferee Companies, as the case may be, and shall, unless it is repugnant to the context or otherwise, include Committee(s) so authorised by the Board of Directors, or any person authorised by the Board of Directors or such Committee(s).

- vi. "Effective Date"** means last of the dates on which the certified copies of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme of Amalgamation, are filed with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall be a reference to the Effective Date;
- vii. "Encumbrance"** means (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (b) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any person; and (iii) any adverse claim as to title, possession or use.
- viii. "Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of the Transferor Companies, or in the nature of common law rights of the Transferor Companies, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, uniforms and all applications and registration for the foregoing and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship and copyrights therein, and registrations and applications therefor, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Laws.
- ix. "IT Act"** means the Income Tax Act, 1961, and the rules made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.
- x. National Company Law Tribunal** means appropriate Bench/Benches of the Hon'ble National Company Law Tribunal constituted under the Companies Act, 2013, or such other court, tribunal, forum or authority having jurisdiction to sanction the present Scheme and other connected matters. The National Company Law Tribunal has been referred to as the Tribunal/NCLT.
- xi. "Registrar of Companies"** means concerned Registrar(s) of Companies, Ministry of Corporate Affairs having jurisdiction under the Companies Act, 2013, and other applicable provisions, if any, on the respective Companies.

**xii. "Scheme"** means the present Scheme of Amalgamation framed under the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Income Tax Act, 1961, and other applicable provisions, if any, which provides for the amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd and other connected matters, if any; in the present form or with any modification(s) approved or imposed or directed by Members/Creditors of these Companies and/or by any competent authority and/or by the Hon'ble National Company Law Tribunal or that may otherwise be deemed fit by these Companies.

**xiii. "Transferor Company No. 1"** means **Indus Netlink Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 25, Bazar Lane, Bengali Market, New Delhi-110 001; e-mail id: [indus08@yahoo.com](mailto:indus08@yahoo.com).

The Transferor Company No. 1-Indus Netlink Ltd [Corporate Identification No. (CIN): U 74899 DL 2000 PLC 105154; Income Tax Permanent Account No. (PAN): AAA CI 8665 A] (hereinafter referred to as "the Transferor Company No. 1/the Company") was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 10<sup>th</sup> April, 2000, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 26<sup>th</sup> May, 2000 by the Registrar of Companies, Delhi & Haryana, New Delhi.

**xiv. "Transferor Company No. 2"** means **Castle Rock Advisors Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085; e-mail id: [castlerockadvisory@gmail.com](mailto:castlerockadvisory@gmail.com).

The Transferor Company No. 2-Castle Rock Advisors Pvt Ltd [Corporate Identification No. (CIN): U 70109 DL 2007 PTC 162148; Income Tax Permanent Account No. (PAN): AAD CC 0982 B] (hereinafter referred to as "the Transferor Company No. 2/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 7<sup>th</sup> April, 2007, issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

**xv. "Transferor Company No. 3"** means **K2 Infosolutions Pvt Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085; e-mail id: [k2infosolutions2011@gmail.com](mailto:k2infosolutions2011@gmail.com).

The Transferor Company No. 3-K2 Infosolutions Pvt Ltd [Corporate Identification No. (CIN): U 72900 DL 2011 PTC 226907; Income Tax Permanent Account No. (PAN): AAE CK 5245 L] (hereinafter referred to as "the Transferor Company No. 3/the Company") was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 1<sup>st</sup> November, 2011,

issued by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

- xvi. “Transferor Companies”** mean Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd, collectively or any one or more of them as the context requires.
- xvii. “Transferee Company”** means **Fortune Industrial Resources Ltd** being a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 25, Bazar Lane, Bengali Market, New Delhi-110 001; e-mail id: firl.nbfc@gmail.com; Website: www.firl.co.in.

The Transferee Company-Fortune Industrial Resources Ltd [Corporate Identification No. (CIN): L 51503 DL 1986 PLC 024329; Income Tax Permanent Account No. (PAN): AAA CF 1853 B] (hereinafter referred to as “the Transferee Company/the Company”) was incorporated under the provisions of the Companies Act, 1956, as a limited company vide Certificate of Incorporation dated 28<sup>th</sup> May, 1986, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 11<sup>th</sup> June, 1986, by the Registrar of Companies, Delhi & Haryana, New Delhi.

## **1.2 INTERPRETATION**

Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and if not defined therein then under the relevant Applicable Laws. In this Scheme, unless the context otherwise requires:

- a.** references to “persons” shall include individuals, bodies corporate (wherever incorporated), un-incorporated entities, associations, partnerships and proprietorship;
- b.** heading, sub-heading and bold typeface are only for convenience and shall not affect the construction or interpretation of this Scheme;
- c.** the term “Clause” refers to the specified clause of this Scheme;
- d.** references to one gender includes all genders;
- e.** any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- f.** words denoting singular shall include the plural and vice versa;
- g.** reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time, and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.

- h. unless otherwise defined, the reference to the word "days" shall mean calendar days; and
- i. references to dates and times shall be construed to be references to Indian dates and times.

### **1.3 SHARE CAPITAL**

- i. The present Authorised Share Capital of the Transferor Company No. 1 is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company is ₹48,86,500 divided into 4,88,650 Equity Shares of ₹10 each.
- ii. The present Authorised Share Capital of the Transferor Company No. 2 is ₹8,00,000 divided into 80,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company ₹7,77,000 divided into 77,700 Equity Shares of ₹10 each.
- iii. The present Authorised Share Capital of the Transferor Company No. 3 is ₹8,50,000 divided into 85,000 Equity Shares of ₹10 each. The present Issued, Subscribed and Paid-up Share Capital of the Company ₹8,00,500 divided into 80,050 Equity Shares of ₹10 each.
- iv. The present Authorised Share Capital of the Transferee Company is ₹3,00,00,000 divided into 29,00,000 Equity Shares of ₹10 each aggregating to ₹2,90,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. The present Issued, Subscribed and Paid-up Share Capital of the Company ₹1,10,00,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000.
- v. All the Transferor Companies are closely held un-listed companies. Whereas the Transferee Company is a public limited company. Equity Shares of the Transferee Company are listed on Metropolitan Stock Exchange of India Ltd (Metropolitan Stock Exchange/MSE). The Transferee Company is registered with the Reserve Bank of India (RBI) as a non-deposit accepting Non-Banking Finance Company (NBFC).

The Scheme of Amalgamation will not result in change in management of the listed Transferee Company. None of the non-promoter shareholders of the Transferor Companies will join the management of the Transferee Company after the implementation of the Scheme.

### **1.4 RATIONALE AND BENEFITS OF THE SCHEME**

The circumstances which justify and/or necessitate the proposed Scheme of Amalgamation of Indus Netlink Ltd, Castle Rock Advisors Pvt Ltd and K2 Infosolutions Pvt Ltd with Fortune Industrial Resources Ltd; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- a. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.



- b.** The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilised by the Transferee Company for its NBFC Business only.
- c.** The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.
- d.** The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.
- e.** The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- f.** The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.
- g.** The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- h.** The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

## **2. TRANSFER AND VESTING OF UNDERTAKING**

- a.** With effect from the commencement of business on 1<sup>st</sup> April, 2020, i.e., the Appointed Date, subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, the undertaking and entire business and all immovable properties (including agricultural land, industrial land, residential land and all other land and plots) where so ever situated and incapable of passing by physical delivery as also all other assets, capital work-in-progress, current assets, investments, deposits, bookings and advances against residential and commercial plots and buildings, powers, authorities, awards, allotments, approvals and consents, licenses, registrations, contracts, agreements, engagements, arrangement, rights, intellectual property

rights, titles, interests, benefits and advantages of whatsoever nature belonging to or in the ownership, power, possession, control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to, benefit of all agreements and all other interests arising to the Transferor Companies (hereinafter collectively referred to as "the said assets") shall, without any further act or deed or without payment of any duty or other charges, be transferred to and vested in the Transferee Company pursuant to the provisions of Section 232 of the Act, as a going concern, for all the estate, right, title and interest of the Transferor Companies therein so as to become the property of the Transferee Company but, subject to mortgages, charges and Encumbrances, if any, then affecting the undertaking of the Transferor Companies without such charges in any way extending to the undertaking of the Transferee Company.

- b.** Notwithstanding what is provided herein above, it is expressly provided that in respect to such of the said assets as are movable in nature or are otherwise capable of being transferred by physical delivery or by endorsement and delivery, the same shall be so transferred, with effect from the Appointed Date, by the Transferor Companies to the Transferee Company after the Scheme is duly sanctioned and given effect to without requiring any order of the Tribunal or any deed or instrument of conveyance for the same or without the payment of any duty or other charges and shall become the property of the Transferee Company accordingly.
- c.** On and from the Appointed Date, all liabilities, provisions, duties and obligations including Income Tax and other statutory liabilities, if any, of every kind, nature and description of the Transferor Companies whether provided for in the books of accounts of the Transferor Companies or not, shall devolve and shall stand transferred or be deemed to be transferred without any further act or deed, to the Transferee Company with effect from the Appointed Date and shall be the liabilities, provisions, duties and obligations of the Transferee Company.
- d.** Similarly, on and from the Appointed Date, all the taxes and duties including advance tax, tax deducted at source, tax collected at source, minimum alternative tax (MAT), self-assessment tax, Goods and Services Tax (GST), etc., paid by or on behalf of the Transferor Companies immediately before the amalgamation, shall become or be deemed to be the property of the Transferee Company by virtue of the amalgamation. Upon the Scheme becoming effective, all the taxes and duties paid (including TDS, MAT and GST, etc.) by or on behalf of the Transferor Companies from the Appointed Date, regardless of the period to which these payments relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same.
- e.** Upon the Scheme becoming effective, all un-availed credits and exemptions, statutory benefits, including in respect of Income Tax (including MAT credit), CENVAT, Customs, VAT, Sales Tax, Service Tax, Goods and Services Tax, etc., of the Transferor Companies, shall be available to and vest in the Transferee Company, without any further act or deed.



- f.** Without prejudice to the generality of the provisions contained in aforesaid clauses, upon the Scheme becoming effective, requisite form(s) will be filed with the Registrar of Companies for creation, modification and/or satisfaction of charge(s), to the extent required, to give effect to the provisions of this Scheme.
- g.** On the Scheme becoming effective, the Transferee Company shall be entitled to file/revise income tax returns, TDS returns, GST returns, and other statutory filings and returns, filed by it or by the Transferor Companies, if required, and to take all such steps that may be required to give effect to the provisions of this Scheme and/or required to claim refunds, depreciation benefits, advance tax credits, un-availed credits and exemptions, statutory benefits, etc., if any.
- h.** With effect from the Effective Date and until such time names in the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, in so far, as may be necessary. The banks shall also honour cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date. Further, the Transferee Company, if so required, shall also be entitled to maintain one Bank Account each in the name of the Transferor Companies to enable it to deposit/encash any refund or other payment received in the name of the Transferor Companies. All such deposits will, then, be transferred to the bank account of the Transferee Company. It may, however, be clarified that such bank account(s) (in the name of the Transferor Companies) will be used only for the limited purpose of depositing/encashing any refund or other payments received in the name/in favour of the Transferor Companies. Such bank account will not be used for normal banking transactions.
- i.** All other assets & liabilities of the Transferor Companies, which may not be specifically covered in the aforesaid clauses, shall also stand transferred to and vest in the Transferee Company with effect from the Appointed Date.
- j.** In accordance with the Central Goods & Services Tax Act, 2017 ('CGST'), Integrated Goods & Services Tax Act, 2017 ('IGST') and respective State Goods & Services Tax laws ('SGST'), Goods & Services tax as are prevalent on the Effective Date, the unutilized credits relating to, Goods & Services tax lying in the accounts of the undertaking of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company (including in electronic form/registration). The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods & Services tax payable by it.
- k.** All compliances with respect to taxes or any other law between the respective Appointed Date and Effective Date done by the Transferor Companies shall, upon the approval of this Scheme, be deemed to have been complied with by the Transferee Company.
- l.** Any tax liabilities under the Income Tax Act, 1961, Wealth Tax Act, 1957, customs duty laws, central sales tax, applicable state value added tax, service tax laws, excise duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes, duties, levies

allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred or stand transferred to the Transferee Company. Any surplus in the provision for taxation / duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the accounts of the Transferee Company.

- m.** Any refund under the Income Tax Act, 1961, Wealth Tax Act, 1957, Customs Duty laws, Central Sales Tax, applicable State Value Added Tax, Service Tax laws, Excise Duty laws, Goods & Services tax, or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business and available on various electronic forms (including Form 26AS) / registration of the Transferor Companies due to the Transferor Companies consequent to the assessment(s) and other proceeding(s) made on the Transferor Companies and for which no credit is taken in the accounts, as on the date immediately preceding the Appointed Date, shall also belong to and be received by the Transferee Company.

### **3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS**

- a.** Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature, to which any of the Transferor Companies is a party, subsisting or having effect immediately before or after the Effective date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if instead of any such Transferor Companies, the Transferee Company had been a party thereto.
- b.** The transfer of the said assets and liabilities of the Transferor Companies to the Transferee Company and the continuance of all the contracts or legal proceedings by or against the Transferee Company shall not affect any contract or proceedings relating to the said assets or the liabilities already concluded by the Transferor Companies on or after the Appointed Date.
- c.** The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies or in favour of any other party to any contract or arrangement to which any of the Transferor Companies is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and, to implement and carry out all such formalities or compliance referred to above on the part/behalf of the Transferor Companies to be carried out or performed.

### **4. LEGAL PROCEEDINGS**

All legal proceedings of whatever nature by or against the Transferor Companies pending on the Effective Date, shall not be abated, be discontinued or be, in any way, prejudicially affected by reason of the

transfer of the undertaking of the Transferor Companies or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

## **5. OPERATIVE DATE OF THE SCHEME**

- a.** This Scheme shall be effective from the last of the dates on which certified copies of order of the Tribunal sanctioning this Scheme under Sections 230 and 232 of the Companies Act, 2013, are filed in the office(s) of the concerned Registrar of Companies. Such date is called as the Effective Date.
- b.** Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

## **6. DISSOLUTION OF TRANSFEROR COMPANIES**

On this Scheme, becoming effective as provided in Clause 5 above, the Transferor Companies shall stand dissolved without the process of winding up.

## **7. EMPLOYEES OF TRANSFEROR COMPANIES**

- a.** All the employees of the Transferor Companies in service on the date immediately preceding the date on which the Scheme finally takes effect, i.e., the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Company on the said date.
- b.** Provident Fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intents, whatsoever, relating to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.

## **8. CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES**

From the Appointed Date until the Effective Date, the Transferor Companies

- a.** Shall stand possessed of all its assets and properties referred to in Clause 2 above, in trust for the Transferee Company.
- b.** Shall be deemed to have carried on business and activities for and on behalf of and for the benefit and on account of the Transferee Company.

Any income or profit accruing to the Transferor Companies and all costs, charges and expenses or loss arising or incurring by the Transferor Companies on and from the Appointed Date shall, for all purposes and intents, be treated as the income, profits, costs, charges, expenses or loss, as the case may be, of the Transferee Company.

## **9. ISSUE OF SHARES BY TRANSFEE COMPANY**

**9.1** Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Companies to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot Share(s) to the Shareholders of the Transferor Companies, whose names appear in the Register of Members as on the Record Date, in the following ratio:

- a.** The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 712 (seven hundred and twelve) Equity Shares of ₹10 each held in the Transferor Company No. 1-Indus Netlink Ltd.
- b.** The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 44 (forty four) Equity Shares of ₹10 each held in the Transferor Company No. 2-Castle Rock Advisors Pvt Ltd.
- c.** The Transferee Company-Fortune Industrial Resources Ltd will issue 100 (one hundred) Equity Shares of ₹10 each, credited as fully paid up, for every 35 (thirty five) Equity Shares of ₹10 each held in the Transferor Company No. 3-K2 Infosolutions Pvt Ltd.

**9.2** Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to the nearest whole number.

**9.3** The Equity Shares to be issued in terms of Para 9.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company. New Equity Shares shall rank pari passu in all respects, including dividend, with the existing Equity Shares of the Transferee Company.

**9.4** The issue and allotment of Equity Shares by the Transferee Company, as provided in this Scheme, is an integral part thereof. The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval under sections 42 & 62 of the Companies Act, 2013, and other applicable provisions, if any, for issue of fresh Equity Shares in terms of this Scheme.

**9.5** The Transferee Company is providing facility of holding shares in dematerialized form and for this purpose, it is registered with both the Depositories-National Securities Depository Ltd (NSDL) and Central Depository Services Ltd (CDSL). Accordingly, the New Equity Shares to be issued by the Transferee Company to the shareholders of the Transferor Companies in terms of this Scheme, will also be issued in dematerialized form with the equity shares being credited to the existing depository account of the Equity Shareholders of the Transferor Companies. In case, any shareholder of the Transferor Companies fails

to provide the necessary details of his depository account to the Transferee Company on or before the Record Date, the New Equity Shares in the Transferee Company will be issued to such shareholder in physical form.

- 9.6** It is, however, clarified that provisions of this Scheme with regard to issue of shares by the Transferee Company will not apply to the share application money, if any, which may remain outstanding in the Transferor Companies.
- 9.7** In terms of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Companies, pursuant to this Scheme, shall be listed on Metropolitan Stock Exchange being the Stock Exchanges on which the Equity Shares of the Transferee Company are presently listed. The Transferee Company will make necessary application(s) to the Stock Exchange and other competent authorities, if any, for this purpose and will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in this regard. The concerned Stock Exchange and the SEBI, shall, on receipt of listing application(s) and other documents, promptly grant necessary approval(s) and list the new Equity Shares issued by the Transferee Company.
- 9.8** In case any Promoters' holding in the Transferee Company and/or new Shares to be issued in the Transferee Company in terms of this Scheme, are placed under lock-in by the Stock Exchange(s), the SEBI or any other competent authority, pursuant to the provisions of the Listing Agreement and SEBI Regulations, etc., such locked-in shares may be transferred within the Promoters' Group during such lock-in period.
- 9.9** Shares allotted pursuant to this Scheme may remain frozen in the Depositories system till listing/trading permission is given by the Stock Exchange(s). The Transferee Company will comply with the applicable provisions in this regard.

## **10. UPON THIS SCHEME BECOMING FINALLY EFFECTIVE:**

- a.** Entire Issued Share Capital and share certificates of the Transferor Companies shall automatically stand cancelled. Shareholders of the Transferor Companies will not be required to surrender the Share Certificates held in the Transferor Companies.
- b.** Cross holding of shares between the Transferor Companies inter se; and/or between the Transferor Companies and the Transferee Company, as the case may be, shall stand cancelled. Approval of this Scheme by the Shareholders and/or Creditors of the Transferor and the Transferee Companies, as the case may be, and sanction by the Tribunal under Section 230 and 232 of the Companies Act, 2013, shall be sufficient compliance with the provisions of Sections 66 of the Companies Act, 2013, and other applicable provisions, if any, relating



to the reduction of share capital on cancellation of cross holding, if any. Such reduction would not involve either the diminution of any liability in respect of un-paid share capital or the payment to any shareholder of any paid-up share capital.

- c. The authorised share capital of the Transferor Companies shall be added to and shall form part of the authorised share capital of the Transferee Company. Accordingly, the authorised share capital of the Transferee Company shall stand increased to the extent of the aggregate authorised share capital of the Transferor Companies as on the effective date. In terms of the provisions of section 232(3)(i) of the Companies Act, 2013, and other applicable provisions, if any, the aggregate fees paid by the Transferor Companies on the authorised capital shall be set-off against the fees payable by the Transferee Company on the increase in the authorised share capital as mentioned above. It is hereby clarified that the Transferee Company will pay the balance fee, if any, on the aforesaid increase in the authorised share capital after deducting the aggregate fees paid by the Transferor Companies on the pre-merger authorised share capital.

Clause V/Capital Clause of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company shall stand modified to give effect to the aforesaid increase in the authorised share capital of the Transferee Company. Approval of the present Scheme of Amalgamation by the Shareholders of the Transferor/Transferee Companies will be sufficient for the aforesaid modification in Clause V of the Memorandum of Association and relevant article(s) of the Articles of Association, if any, of the Transferee Company and no further approval will be required for the same.

- d. Save as provided in Clause 10.c above, the Transferee Company shall increase/modify its Authorized Share Capital for implementing the terms of the Scheme, to the extent necessary.

## **11. ACCOUNTING FOR AMALGAMATION AND OTHER MATTERS**

Upon the Scheme becoming effective, amalgamation of the Transferor Companies with the Transferee Company and other connected matters will be accounted for in accordance with the applicable provisions of the Companies Act, 2013, Accounting Standards prescribed under section 133 of the Companies Act, 2013, and Generally Accepted Accounting Principles in India (Indian GAAP), as the case may be.

The Transferee Company shall give effect of the Scheme in its books of accounts in accordance with accounting prescribed under “pooling of interest” method in Appendix C of Indian Accounting Standard (Ind AS) 103 – Business Combinations as notified under Section 133 of the Companies Act, 2013, read together with rule 3 of The Companies (Indian Accounting Standard) Rules, 2015. Following are the salient features of the accounting treatment to be given:

- a. All the assets and liabilities recorded in the books of the Transferor Companies shall be transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company at the respective carrying values as reflected in the books of the Transferor Companies as on the Appointed Date.

- b.** Cross investments or other inter-company balances, if any, will stand cancelled.
- c.** All the reserves of the Transferor Companies under different heads shall become the corresponding reserves of the Transferee Company. Similarly, balance in the Profit & Loss Accounts of the Transferor and Transferee Companies will also be clubbed together.
- d.** Any deficit arising out of amalgamation (including on account of cancellation of cross holdings or any other inter-company balances) shall be adjusted against reserves and surplus in the books of the Transferee Company. Whereas any surplus arising out of Amalgamation (including on account of cancelling of cross holdings or any other inter-company balances) shall be credited to capital reserve.
- e.** Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation.
- f.** It is, however, clarified that the Board of Directors of the Transferee Company, in consultation with the Statutory Auditors, may account for the present amalgamation and other connected matters in such manner as to comply with the provisions of section 133 of the Companies Act, 2013, the applicable Accounting Standard(s), Generally Accepted Accounting Principles and other applicable provisions, if any.

## **12. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL**

- a.** The Transferor Companies will make necessary applications/ petitions under the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal for sanctioning of this Scheme, dissolution of the Transferor Companies without the process of winding up and other connected matters.
- b.** The Transferee Company will also make necessary application(s)/ petition(s) under the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016 and other applicable provisions, if any, to the Hon'ble National Company Law Tribunal for sanctioning of this Scheme and other connected matters.

## **13. COMPLIANCE WITH TAX LAWS**

This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as defined under Section 2(1B) of the IT Act and other applicable provisions, if any. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Transferee

Company, which power can be exercised at any time and shall be exercised in the best interests of the Companies and their shareholders.

#### **14. COMPLIANCE WITH SEBI REGULATIONS**

- a.** In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017, as amended from time to time, and other applicable provisions, if any, the present Scheme of Amalgamation is required to be approved by Public Shareholders (i.e., Equity Shareholders other than those forming part of Promoters and Promoters' Group) of the Listed Transferee Company by passing a Resolution through e-voting and other means, as may be applicable. In terms of the aforesaid SEBI Circulars, the Scheme will be acted upon only if the votes cast by Public Shareholders of the Listed Transferee Company in favour of the proposed Scheme are more than the number of votes cast by Public Shareholders against the Scheme, if any.
- b.** Notwithstanding above, the Transferor Companies and the Transferee Company will also comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, SEBI Regulations, SEBI Circulars and other applicable provisions, if any, in connection with this Scheme and other connected matters.
- c.** Metropolitan Stock Exchange will act as the Designated Stock Exchange for the purposes of this Scheme.

#### **15. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

- a.** The Transferor Companies and the Transferee Company through their respective Board of Directors may make or assent, from time to time, on behalf of all persons concerned, to any modifications or amendments to this Scheme or to any conditions or limitations which the Tribunal and/or any authorities under the law may deem fit to approve of or impose and to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters and things necessary for carrying the Scheme into effect.
- b.** In order to give effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company may give and are authorised to give all such directions as may be necessary including directions for settling any question, doubt or difficulty that may arise.
- c.** The Transferor Companies and/or the Transferee Company shall be at liberty to withdraw from this Scheme in case any condition, alteration or modification, imposed or suggested by the Tribunal or any other competent authority, is not acceptable to them; or as may otherwise be deemed fit or proper by any of these Companies. The Transferor Companies and/or the Transferee Company will not be required to assign the reason for withdrawing from this Scheme.



## **16. INTERPRETATION**

If any doubt or difference or issue arises between the Transferor Companies and the Transferee Company or any of their Shareholders or Creditors and/or any other person as to the construction hereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to Mr Rajeev K Goel, LLB, FCS, Advocate, Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar II, Delhi Meerut Expressway/NH-9, Delhi 110 091, Mobile: 93124 09354, e-mail: [rajeev391@gmail.com](mailto:rajeev391@gmail.com); Website: [www.rgalegal.in](http://www.rgalegal.in), whose decision shall be final and binding on all concerned.

## **17. EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses of the Transferor Companies and the Transferee Company incurred in relation to or in connection with this Scheme or incidental to the completion of the Amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company. However, in the event of the Scheme becoming invalid for any reason whatsoever, all costs, charges and expenses relating to the amalgamation exercise or incidental thereto shall be borne and paid by the respective Companies incurring the same.

### **Legal Consultants of the Scheme:**

***Rajeev Goel & Associates***  
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			<b>Transferee Company</b>				
			<b>Fortune Industrial Resources Limited (EQUITY SHARES)</b>				
				<b>Pre-arrangement</b>		<b>Post -arrangement</b>	
	<b>Sr</b>	<b>Description</b>	<b>Name of shareholders</b>	<b>No.of shares</b>	<b>%</b>	<b>No.of shares</b>	<b>%</b>
	<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
	<b>1</b>	<b>Indian</b>		<b>616300</b>	<b>61.63</b>	<b>618126</b>	<b>41.94</b>
		Individuals/ Hindu Undivided Family					
			Sanjeev Agrawal	420500	42.05	421427	28.59
			Deepti Agrawal	95800	9.58	95800	6.50
			Prabha Rani Agrawal	100000	10.00	100000	6.78
			Anant Agarwal			899	0.06
	(b)	Central Government/ State Government(s)	0	0	0	0	0
	(c)	Bodies Corporate	0	0	0	60246	4.09
			Moon Beverages Limited			1404	0.10
			Jasgold Offshore Services Private Limited			5618	0.38
			RPG Securities and Financial Services Limited			12395	0.84
			PNR Systems Private Limited			13525	0.92
			Swastik Calltech Private Limited			12725	0.86
			Competent Infoways Private Limited			7697	0.52
			Passion IT Solutions Private Limited			4213	0.29
			Gemini Buildtech Private Limited			2669	0.18
	(d)	Financial Institutions/ Banks		0	0	0	0
	(e)	Any Others		0	0	0	0
		<b>Sub Total(A)(1)</b>		<b>616300</b>	<b>61.63</b>	<b>678372</b>	<b>46.02</b>
	<b>2</b>	<b>Foreign</b>					
	(a)	Individuals (Non-Residents Individuals/		0	0	0	0
	(b)	Foreign Individuals)		0	0	0	0
	(c)	Bodies Corporate		0	0	0	0
	(d)	Institutions		0	0	0	0
		Any Others		0	0	0	0
		<b>Sub Total(A)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
		<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>616300</b>	<b>61.63</b>	<b>678372</b>	<b>46.02</b>
	<b>(B)</b>						
	<b>1</b>	<b>Public shareholding</b>					
	(a)	<b>Institutions</b>					

	(b)	Mutual Funds/ UTI		0	0	0	0
	(c)	Financial Institutions / Banks		0	0	0	0
	(d)	Central Government/ State Government(s)		0	0	0	0
	(e)	Venture Capital Funds		0	0	0	0
	(f)	Insurance Companies		0	0	0	0
	(g)	Foreign Institutional Investors		0	0	0	0
	(h)	Foreign Venture Capital Investors		0	0	0	0
		Any Other		0	0	0	0
		<b>Sub-Total (B)(1)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>2</b>						
	(a)	<b>Non-institutions</b>					
	(b)	Bodies Corporate		48000	4.80	48000	3.26
	I	Individuals					
	II	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		197800	19.78	204359	13.86
		ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		116200	11.62	521505	35.38
		Any Other		21700	2.17	21700	1.47
		<b>Sub-Total (B)(2)</b>		<b>383700</b>	<b>38.37</b>	<b>795564</b>	<b>53.98</b>
	<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>		<b>383700</b>	<b>38.37</b>	<b>795564</b>	<b>53.98</b>
	<b>(C)</b>	<b>TOTAL (A)+(B)</b>		<b>1000000</b>	<b>100.00</b>	<b>1473936</b>	<b>100.00</b>
		Shares held by Custodians and against which DRs have been issued		0	0	0	0
		<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>1000000</b>	<b>100.00</b>	<b>1473936</b>	<b>100.00</b>

**Fortune Industrial Resources Ltd**

[CIN: L 51503 DL 1986 PLC 024329]

Registered Office: 25, Bazar Lane, Bengali Market, New Delhi-110 001

E-mail: [firl.nbfc@gmail.com](mailto:firl.nbfc@gmail.com); Website: [www.firl.co.in](http://www.firl.co.in)

## Pre-Scheme Preference Shareholding Pattern of the Transferee Company

Sl. No.	Category	Pre-Scheme	
		No. of fully paid-up Preference Shares of Rs. 10/- each	% of total Preference Share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	1,00,000	100
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	1,00,000	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-
	<b>Total (A+B)</b>	1,00,000	100

## Post-Scheme Preference Shareholding Pattern of the Transferee Company

Sl. No.	Category	Post-Scheme	
		No. of fully paid-up Preference Shares of Rs. 10/- each	% of total Preference Share capital
<b>A</b>	<b>Promoters &amp; Promoters' Group</b>	1,00,000	100
	<b>Total Shareholding of Promoters &amp; Promoters' Group (A)</b>	1,00,000	100
<b>B</b>	<b>Public Shareholding</b>	-	-
	<b>Total Public Shareholding (B)</b>	-	-
	<b>Total (A+B)</b>	1,00,000	100

# VALUATION REPORT

on Exchange Ratio of Equity Shares upon amalgamation of

**Indus Netlink Limited,**

**Castle Rock Advisors Private Limited,**

**K2 Infosolutions Private limited**

WITH

**Fortune Industrial Resources Private Limited**

Prepared by:

**Vikas Gupta**

IBBI Registered Valuer,

M.No. IBBI/RV/03/2020/12738

COP No. ICSIRVO/SFE/84

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***Strictly Private and Confidential***

Date: 22<sup>nd</sup> September 2020

To,  
The Board of Directors

<b>Indus Netlink Limited</b> 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi- 110001 <b>(Transferor)</b>	<b>Castle Rock Advisors Private Limited</b> House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi- 110085 <b>(Transferor)</b>
<b>K2 Infosolutions Private Limited</b> House No. 181, Block-D, Pkt-17 Sector- 03, Rohini, New Delhi- 110085 <b>(Transferor)</b>	<b>Fortune Industrial Resources Limited</b> 25, Bazar Lane, Bengali Market, New Delhi- 110001 <b>(Transferee)</b>

**Subject: Recommendation of Share Exchange Ratio**

Dear Sir(s),

We refer to our engagement letter whereby Indus Netlink Limited ("INL"), Castle Rock Advisors Private Limited ("CRAPL") and K2 Infosolutions Private Limited ("KIPL") (together referred to as the "**Transferor Companies**") and Fortune Industrial Resources Limited ("FIRL") (referred to as the "**Transferee Company**") have appointed Vikas Gupta, IBBI Registered Valuer (hereinafter referred to as "Valuer" or "we" or "us") for the recommendation of a Share Exchange Ratio for the proposed amalgamation of INL, CRAPL and KIPL with FIRL (collectively referred to as the "**Companies**").

In the following paragraphs, we have summarized our valuation analysis together with the description of the methodologies used and limitation on our scope of works.





**1. INTRODUCTION**

**1.1. Indus Netlink Limited**

- a. **INL** [Corporate Identification No. (CIN): U74899DL2000 PLC105154; Income Tax Permanent Account No. (PAN): AAACI8665A] was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 10<sup>th</sup> April, 2000, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 26<sup>th</sup> May, 2000 by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110 001.
- c. The present authorized share capital of the Company is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up share capital of the Company is ₹48,86,500 divided into 4,88,650 Equity Shares of ₹10 each.
- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services and other related activities. The Company has deployed its idle funds in securities investments.

**1.2. Castle Rock Advisors Private Limited:**

- a. **CRAPL** [Corporate Identification No. (CIN): U70109DL2007PTC162148; Income Tax Permanent Account No. (PAN): AADCC0982B] was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 17<sup>th</sup> April, 2007, issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at House No. 181, Block-D, Pkt-17, Sector-03, Rohini, New Delhi- 110085.
- c. The present authorized share capital of the Company is ₹8,00,000 divided into 80,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up





share capital of the Company is ₹7,77,000 divided into 77,700 Equity Shares of ₹10 each.

- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.

**1.3. K2 Infosolutions Private Limited:**

- a. **KIPL** [Corporate Identification No. (CIN): U72900DL2011PTC226907; Income Tax Permanent Account No. (PAN): AAECK5245L] was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 1<sup>st</sup> November, 2011, issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at House No. 181, Block-D, Pkt-17, Sector-03, Rohini, New Delhi- 110085.
- c. The present authorized share capital of the Company is ₹8,50,000 divided into 85,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up share capital of the Company is ₹8,00,500 divided into 80,050 Equity Shares of ₹10 each.
- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.

**1.4. Fortune Industrial Resources Limited**

- a. **FIRL** [Corporate Identification No. (CIN): L51503DL1986PLC024329; Income Tax Permanent Account No. (PAN): AAACF1853B] was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 28<sup>th</sup> May 1986, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate



for Commencement of Business dated 11<sup>th</sup> June 1986, by the Registrar of Companies, Delhi & Haryana, New Delhi.

- b. Presently, registered office of the Company is situated at 25, Bazar Lane, Bengali Market, New Delhi- 110 001.
- c. The present authorized share capital of the Company is ₹3,00,00,000 divided into 29,00,000 Equity Shares of ₹10 each aggregating to ₹2,90,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. Present issued, subscribed and paid-up share capital of the Company is ₹1,10,00,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. The Preference Shares issued by the Company are non-convertible and compulsorily redeemable.
- d. The Company is a listed company and the equity shares of the Company are listed on the Metropolitan Stock Exchange of India Ltd (MSEI).
- e. Presently, the Company is engaged in investment in shares and other securities, providing loans and advances and other related activities. The Company is duly registered with the Reserve Bank of India (RBI) as a non-deposit accepting Non-Banking Finance Company (NBFC).

## **2. BACKGROUND INFORMATION OF THE ASSET BEING VALUED**

The securities (equity shares) of the Company to determine the Share Exchange Ratio.

## **3. PURPOSE OF VALUATION AND APPOINTING AUTHORITY**

**3.1 Purpose of valuation:** The purpose of this report is to determine the fair Share Exchange Ratio for the proposed amalgamation of INL, CRAPL and KIPL with FIRL in compliance with the requirement of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the prescribed rules. The scope of our services is to conduct a relative (and not absolute) valuation of equity shares of the Companies and report a fair share exchange ratio for the proposed amalgamation. This report set out the findings of our exercise.



## VIKAS GUPTA

Registered Valuer

IBBI/RV/03/2020/12738

**3.2 Appointing Authority:** In case of INL, CRAPL and KIPL appointing authority is Board of Directors and in case of FIRL appointing authority is Audit Committee.

#### 4. IDENTITY OF THE VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION

Name of the Valuer : Vikas Gupta  
Address of the Valuer : 1/56D, Office No. 202, Lalita Park,  
Laxmi Nagar, New Delhi- 110092  
Contact Detail : 9717755479  
Email address : [vikas@indamicus.in](mailto:vikas@indamicus.in)  
Credentials : IBBI Registered Valuer COP No.  
ICSIRVO/SFE/84

#### 5. DISCLOSURE OF INTEREST OR CONFLICT, IF ANY

The valuer or any of his relative or associate is not related with the Company.

#### 6. DATE OF APPOINTMENT, VALUATION DATE AND DATE OF REPORT

Date of Appointment	10 <sup>th</sup> September 2020
Valuation Date	31 <sup>st</sup> March 2020
Date of Valuation Report	22 <sup>nd</sup> September 2020

#### 7. INSPECTIONS AND/OR INVESTIGATION UNDERTAKEN

Web Site of Ministry of Corporate Affairs (MCA) was visited to carry out the inspections of various documents filed by the Company as well as relevant documents of competitors as considered necessary in connection with performance of duties.

#### 8. NATURE AND SOURCES OF DATA/INFORMATION USED OR RELIED UPON

- Audited Financial Statements for the period from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2020;
- Various filings by the company with MCA;
- Data available at Public Domain;





- iv. Valuation report of associates companies given by Corporate Professionals Capital Private Limited, a SEBI Registered (Category-I) Merchant Banker as on 31<sup>st</sup> March 2019 in compliance with applicable provisions of Income Tax Act, 1961.
- v. Other business related information and explanations given during the process of valuation as was required for filling the gaps including Management Representation; and
- vi. Reliance has been placed on the verbal explanations and information given to us by the directors and key managerial personnel.

## **9. PROCEDURES ADOPTED IN CARRYING OUT THE VALUATION AND VALUATION STANDARD FOLLOWED**

### **9.1 Procedure adopted**

- Receipt of proposal for valuation;
- Discussion with the management and acceptance of the proposal;
- Receipt of intimation about appointment and acceptance of proposal;
- Execution of valuation engagement letter and providing the checklist for required information, documents, financial statements and records;
- Receipt of information, documents as per the checklist leading to preliminary study including analysis of business;
- Cross verification of data and meeting with Directors and concerned officials of the company for clarifications / explanations;
- Industry analysis by researching publicly available data on packing industry including economic factors and industry trends;
- Collection of additional documents;
- Determining valuations approach and methods;
- Valuation synthesis & revisiting the assumptions and decision made; and
- Report preparation and its validation.

### **9.2 Valuation Standard followed**

International Valuations Standards (popularly known as 'IVS') issued by IVSC have been followed for preparation and valuation of the equity shares.



**10. PREMISES OF VALUE, VALUATION APPROACHES AND METHODS****10.1 Premise of Value**

For the purpose of arriving at valuation of the Companies, we have considered the valuation base as 'Fair Value'. The premise of the value determination is 'Going Concern' and the enterprise value so determined is of a company expected to continue to operate in future. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this report.

**10.2 Approaches of Valuation**

It is universally recognised that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose.

There are three approaches to carry out valuation of equity shares:

- Market Approach
- Income Approach
- Cost Approach

Each of the above approaches are discussed in the following paragraphs.

**10.2.1 Market Approach**

Market based approach to business valuation attempt to establish the value of the business by comparing the business to similar businesses that have recently sold or by using comparable available of publicly traded companies. Obviously, this method is only going to work well if there are a sufficient number of similar businesses to compare. The Comparable companies are not available as the subject company. Hence this approach has not been considered.

**10.2.2 Income Approach**

Income approach of valuation is based on the principle that the value of an asset depends on its ability to produce future economic benefits. Under this



approach the future economic benefits arising out of the asset is discounted to the present value or capitalized to get the value. Valuation under Income Approach is dependent upon future free cash flow. The valuation can be done by applying Free Cash Flow for Firm (FCFF) or Free Cash Flow for Equity (FCFE). This method is relevant in case of a company generating a steady stream of incomes.

As the transferor companies do not have significant business operations, and therefore, do not have steady stream of income/business plans. So income approach cannot be used to derive their value.

In case of transferee company (FIRL), it has a number of associates companies. Due to this factor, we do not have detailed long term projections of the Company. We have, therefore, not used this method for the valuation exercise.

### **10.2.3 Cost Approach**

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Adjusted Net Asset Value is generally used methodology in the Cost Approach. This method is used to value a business based on the difference between the fair market value of the assets and its liabilities. It is a sound method for estimating the value of an investment companies.

As the Companies have significant investments in other companies, we have used this method to determine the value of the Companies.

## **11. MAJOR FACTOR TAKEN INTO ACCOUNT DURING THE VALUATION**

- 11.1** The basis of the fair share exchange ratio for the proposed amalgamation would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. It is important to note that we are not attempting to arrive at the absolute values of the Companies, but their relative values to facilitate the determination of the fair share exchange ratio.





**11.2** The share exchange ratio has been arrived at on the basis of a relative equity valuation of the Companies based on the various approaches/ methods explained herein earlier and various qualitative factors relevant to each company and business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations.

**11.3** The Companies have significant investments in other companies. Therefore, the per share value of these Companies include the value of those other companies.

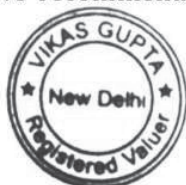
**11.4** We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment of value per share of the Companies. To arrive at the consensus on the share exchange ratio for the proposed amalgamation, suitable minor adjustments/ roundoff have been done in the values.

## **12. RECOMMENDATION OF SHARE EXCHANGE RATIO FOR THE PROPOSED AMALGAMATION OF INL, CRAPL AND KIPL WITH FIRL**

<b>Valuation Method</b>	<b>INL</b>	<b>CRAPL</b>	<b>KIPL</b>	<b>FIRL</b>
Cost Approach	₹125.22	₹2,013.21	₹2,548.38	₹891.57
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Value per share for the purpose of Share Exchange Ratio	₹125.22	₹2,013.21	₹2,548.38	₹891.57
Exchange Ratio (Rounded off)	7.12	0.44	0.35	

## **13. CONCLUSION**

Based on the foregoing, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove and subject to our comments and caveats as detailed, we recommend the following Share Exchange Ratio for the Proposed Amalgamation.





**For amalgamation of INL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 712 (Seven Hundred Twelve) equity shares of INL of ₹10 each fully paid up.

**For amalgamation of CRAPL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 44 (Forty Four) equity shares of CRAPL of ₹10 each fully paid up.

**For amalgamation of KIPL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 35 (Thirty Five) equity shares of KIPL of ₹10 each fully paid up.

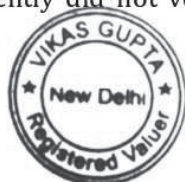
**14. RESTRICTIONS ON USE OF THE REPORT**

Report is to be read in totality and not in parts, in conjunction with the relevant documents mentioned therein and specifically used for the purpose of Proposed Amalgamation of INL, CRAPL and KIPL with FIRL pursuant to section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the prescribed rules.

**15. CAVEATS, LIMITATIONS AND DISCLAIMERS**

**15.1 Caveats and Limitations**

- i) The company couldn't provide the financial statements of the associates/ related companies. Therefore, in order to determine the value of the investments made by the subject companies in these companies, we solely relied upon the valuation report of associates companies given by Corporate Professionals Capital Private Limited, a SEBI Registered (Category-I) Merchant Banker as on 31<sup>st</sup> March 2019 in compliance with applicable provisions of Income Tax Act, 1961.
- ii) Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, the undersigned, independently did not verify such information and make no



representation as to the accuracy or completeness of such information obtained from or provided by such sources.

- iii) The company and its representatives warranted to the undersigned that the information supplied was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.
- iv) The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
- v) This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and the undersigned has no obligation to update the report for such events and conditions.
- vi) The undersigned is not an environmental consultant or auditor, and it takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, is encouraged to obtain a professional environmental assessment. Undersigned does not conduct or provide environmental assessments and has not performed one for the subject property.
- vii) No change of any item in this valuation/conclusion report shall be made by anyone other than the undersigned and shall have no responsibility for any such unauthorized change.
- viii) It is assumed that there is full compliance with all applicable Central, State, and local environmental regulations and laws.



## VIKAS GUPTA

Registered Valuer

IBBI/RV/03/2020/12738

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- ix) I have made no investigation of title to property, and assume that the owner's claim to the property is valid.


### 15.2 Disclaimers:

Valuation is an imprecise science with value being an estimate only and reasonable people can differ in their estimates of value. The assumptions are based on statements of facts provided by the Company or information available at public domain and not generated by the valuer. However, valuer has used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report.

## 16. GRATITUDE

We are grateful to the Management for making information and particulars available to us, often at a shorter notice, without which our assignment would not have been concluded in a time bound manner.

Respectfully submitted,

  
**Vikas Gupta,**  
**Registered Valuer**  
Regn. No. IBBI/RV/03/2020/12738  
COP No. ICSIRVO/SFE/84



Date: 22<sup>nd</sup> September 2020

Place: New Delhi





**DABSK & CO**  
**CHARTERED ACCOUNTANTS**  
 Contact: 9911747738, 9971501999

Plot No:- 41-42, 1<sup>st</sup> Floor, Pocket-19, Sec-24  
 Near Best Mega Mall, Rohini, Delhi-110085  
 Email: kaushal.says@gmail.com

Date: 22<sup>nd</sup> September 2020

To,  
 The Board of Directors

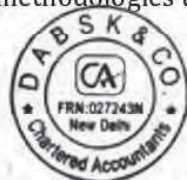
<b>Indus Netlink Limited</b> 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi- 110001 <i>(Transferor)</i>	<b>Castle Rock Advisors Private Limited</b> House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi- 110085 <i>(Transferor)</i>
<b>K2 Infosolutions Private Limited</b> House No. 181, Block-D, Pkt-17 Sector- 03, Rohini, New Delhi- 110085 <i>(Transferor)</i>	<b>Fortune Industrial Resources Limited</b> 25, Bazar Lane, Bengali Market, New Delhi- 110001 <i>(Transferee)</i>

**Subject: Recommendation of Share Exchange Ratio**

Dear Sir(s),

We refer to our engagement letter whereby Indus Netlink Limited ("INL"), Castle Rock Advisors Private Limited ("CRAPL") and K2 Infosolutions Private Limited ("KIPL") (together referred to as the "**Transferor Companies**") and Fortune Industrial Resources Limited ("FIRL") (referred to as the "**Transferee Company**") have appointed M/s D A B S K & Co., Chartered Accountants (hereinafter referred to as "Valuer" or "we" or "us") for the recommendation of a Share Exchange Ratio for the proposed amalgamation of INL, CRAPL and KIPL with FIRL (collectively referred to as the "**Companies**").

In the following paragraphs, we have summarized our valuation analysis together with the description of the methodologies used and limitation on our scope of works.



## 1. INTRODUCTION

### 1.1. Indus Netlink Limited

- a. **INL** [Corporate Identification No. (CIN): U74899DL2000 PLC105154; Income Tax Permanent Account No. (PAN): AAACI8665A] was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 10<sup>th</sup> April, 2000, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 26<sup>th</sup> May, 2000 by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110 001.
- c. The present authorized share capital of the Company is ₹50,00,000 divided into 5,00,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up share capital of the Company is ₹48,86,500 divided into 4,88,650 Equity Shares of ₹10 each.
- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services and other related activities. The Company has deployed its idle funds in securities investments.

### 1.2. Castle Rock Advisors Private Limited:

- a. **CRAPL** [Corporate Identification No. (CIN): U70109DL2007PTC162148; Income Tax Permanent Account No. (PAN): AADCC0982B] was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 17<sup>th</sup> April, 2007, issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at House No. 181, Block-D, Pkt-17, Sector-03, Rohini, New Delhi- 110085.
- c. The present authorized share capital of the Company is ₹8,00,000 divided into 80,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up share capital of the Company is ₹7,77,000 divided into 77,700 Equity Shares of ₹10 each.





- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.

### **1.3. K2 Infosolutions Private Limited:**

- a. **KIPL** [Corporate Identification No. (CIN): U72900DL2011PTC226907; Income Tax Permanent Account No. (PAN): AAECK5245L] was incorporated under the provisions of the Companies Act, 1956, as a private limited company vide Certificate of Incorporation dated 1<sup>st</sup> November, 2011, issued by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at House No. 181, Block-D, Pkt-17, Sector-03, Rohini, New Delhi- 110085.
- c. The present authorized share capital of the Company is ₹8,50,000 divided into 85,000 Equity Shares of ₹10 each. Present issued, subscribed and paid-up share capital of the Company is ₹8,00,500 divided into 80,050 Equity Shares of ₹10 each.
- d. The Company is a closely held unlisted company.
- e. Presently, the Company is engaged in consultancy services, commission agency business and other related activities. The Company has deployed its idle funds in securities investments.

### **1.4. Fortune Industrial Resources Limited**

- a. **FIRL** [Corporate Identification No. (CIN): L51503DL1986PLC024329; Income Tax Permanent Account No. (PAN): AAACF1853B] was incorporated under the provisions of the Companies Act, 1956, as a public limited company vide Certificate of Incorporation dated 28<sup>th</sup> May 1986, issued by the Registrar of Companies, Delhi & Haryana, New Delhi. The Company was issued Certificate for Commencement of Business dated 11<sup>th</sup> June 1986, by the Registrar of Companies, Delhi & Haryana, New Delhi.
- b. Presently, registered office of the Company is situated at 25, Bazar Lane, Bengali Market, New Delhi- 110 001.



- c. The present authorized share capital of the Company is ₹3,00,00,000 divided into 29,00,000 Equity Shares of ₹10 each aggregating to ₹2,90,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. Present issued, subscribed and paid-up share capital of the Company is ₹1,10,00,000 divided into 10,00,000 Equity Shares of ₹10 each aggregating to ₹1,00,00,000; and 1,00,000 Preference Shares of ₹10 each aggregating to ₹10,00,000. The Preference Shares issued by the Company are non-convertible and compulsorily redeemable.
- d. The Company is a listed company and the equity shares of the Company are listed on the Metropolitan Stock Exchange of India Ltd (MSEI).
- e. Presently, the Company is engaged in investment in shares and other securities, providing loans and advances and other related activities. The Company is duly registered with the Reserve Bank of India (RBI) as a non-deposit accepting Non-Banking Finance Company (NBFC).

## 2. BACKGROUND INFORMATION OF THE ASSET BEING VALUED

The securities (equity shares) of the Company to determine the Share Exchange Ratio.

## 3. PURPOSE OF VALUATION

The purpose of this report is to determine the fair Share Exchange Ratio for the proposed amalgamation of INL, CRAPL and KIPL with FIRL in compliance with the requirement of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the prescribed rules alongwith applicable provisions of the Securities and Exchange Board of India ("SEBI") and Reserve Bank of India ("RBI"), if any. The scope of our services is to conduct a relative (and not absolute) valuation of equity shares of the Companies and report a fair share exchange ratio for the proposed amalgamation. This report set out the findings of our exercise.

## 4. DATE OF APPOINTMENT, VALUATION DATE AND DATE OF REPORT

Date of Appointment	10 <sup>th</sup> September 2020
Valuation Date	31 <sup>st</sup> March 2020
Date of Valuation Report	22 <sup>nd</sup> September 2020

## 5. INSPECTIONS AND/OR INVESTIGATION UNDERTAKEN



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Web Site of Ministry of Corporate Affairs (MCA) was visited to carry out the inspections of various documents filed by the Company as well as relevant documents of competitors as considered necessary in connection with performance of duties.

## **6. NATURE AND SOURCES OF DATA/INFORMATION USED OR RELIED UPON**

- i. Audited Financial Statements for the period from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2020;
- ii. Various fillings by the company with MCA;
- iii. Data available at Public Domain;
- iv. Valuation report of associates companies given by Corporate Professionals Capital Private Limited, a SEBI Registered (Category-I) Merchant Banker as on 31<sup>st</sup> March 2019 in compliance with applicable provisions of Income Tax Act, 1961.
- v. Other business related information and explanations given during the process of valuation as was required for filling the gaps including Management Representation; and
- vi. Reliance has been placed on the verbal explanations and information given to us by the directors and key managerial personnel.

## **7. PROCEDURES ADOPTED IN CARRYING OUT THE VALUATION AND VALUATION STANDARD FOLLOWED**

### **7.1 Procedure adopted**

- Receipt of proposal for valuation;
- Discussion with the management and acceptance of the proposal;
- Receipt of intimation about appointment and acceptance of proposal;
- Execution of valuation engagement letter and providing the checklist for required information, documents, financial statements and records;
- Receipt of information, documents as per the checklist leading to preliminary study including analysis of business;
- Cross verification of data and meeting with Directors and concerned officials of the company for clarifications / explanations;
- Industry analysis by researching publicly available data on packing industry including economic factors and industry trends;
- Collection of additional documents;



- Determining valuations approach and methods;
- Valuation synthesis & revisiting the assumptions and decision made; and
- Report preparation and its validation.

## 7.2 Valuation Standard followed

The institute of Chartered Accountants of India ("ICAI") on 10<sup>th</sup> June 2018 has issued the ICAI Valuations Standards (popularly known as 'IVS'). We have given due cognizance to the same in carrying out the valuation exercise.

## 8. PREMISES OF VALUE, VALUATION APPROACHES AND METHODS

### 8.1 Premise of Value

For the purpose of arriving at valuation of the Companies, we have considered the valuation base as 'Fair Value'. The premise of the value determination is 'Going Concern' and the enterprise value so determined is of a company expected to continue to operate in future. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this report.

### 8.2 Approaches of Valuation

It is universally recognised that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose.

There are three approaches to carry out valuation of equity shares:

- Market Approach
- Income Approach
- Cost Approach

Each of the above approaches are discussed in the following paragraphs.

#### 8.2.1 Market Approach

Market based approach to business valuation attempt to establish the value of the business by comparing the business to similar businesses that have recently sold or by using comparable available of publicly traded companies. Obviously, this method is only going to work well if there are a sufficient number of similar businesses to compare. The comparable companies are



not available as the subject company. Hence this approach has not been considered.

### **8.2.2 Income Approach**

Income approach of valuation is based on the principle that the value of an asset depends on its ability to produce future economic benefits. Under this approach the future economic benefits arising out of the asset is discounted to the present value or capitalized to get the value. Valuation under Income Approach is dependent upon future free cash flow. The valuation can be done by applying Free Cash Flow for Firm (FCFF) or Free Cash Flow for Equity (FCFE). This method is relevant in case of a company generating a steady stream of incomes.

As the transferor companies do not have significant business operations, and therefore, do not have steady stream of income/business plans. So income approach cannot be used to derive their value.

In case of transferee company (FIRL), it has a number of associates companies. Due to this factor, we do not have detailed long term projections of the Company. We have, therefore, not used this method for the valuation exercise.

### **8.2.3 Cost Approach**

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialise.

The Adjusted Net Asset Value is generally used methodology in the Cost Approach. This method is used to value a business based on the difference between the fair market value of the assets and its liabilities. It is a sound method for estimating the value of an investment companies.

As the Companies have significant investments in other companies, we have used this method to determine the value of the Companies.

## **9. MAJOR FACTOR TAKEN INTO ACCOUNT DURING THE VALUATION**



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- 9.1 The basis of the fair share exchange ratio for the proposed amalgamation would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. It is important to note that we are not attempting to arrive at the absolute values of the Companies, but their relative values to facilitate the determination of the fair share exchange ratio.
- 9.2 The share exchange ratio has been arrived at on the basis of a relative equity valuation of the Companies based on the various approaches/ methods explained herein earlier and various qualitative factors relevant to each company and business dynamics and growth potential of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations.
- 9.3 In order to consider reasonable methods for the valuation exercise, we have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("ICDR Regulations").
- 9.4 Equity shares of FIRL are listed on Metropolitan Stock Exchange of India ("MSEI"). However, it is not traded frequently. Moreover, as per information available at SEBI website (<https://www.sebi.gov.in/stock-exchanges.html>), MSEI recognition is valid only upto 15.09.2020. Therefore, we didn't consider market value for our valuation exercise.
- 9.5 The Companies have significant investments in other companies. Therefore, the per share value of these Companies include the value of those other companies.
- 9.6 We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment of value per share of the Companies. To arrive at the consensus on the share exchange ratio for the proposed amalgamation, suitable minor adjustments/ roundoff have been done in the values.

#### 10. RECOMMENDATION OF SHARE EXCHANGE RATIO FOR THE PROPOSED AMALGAMATION OF INL, CRAPL AND KIPL WITH FIRL

Valuation Method	INL	CRAPL	KIPL	FIRL
Cost Approach	₹125.22	₹2,013.21	₹2,548.38	₹891.57
Income Approach	NA	NA	NA	NA
Market	NA	NA	NA	NA



Approach				
Value per share for the purpose of Share Exchange Ratio	₹125.22	₹2,013.21	₹2,548.38	₹891.57
Exchange Ratio (Rounded off)	7.12	0.44	0.35	

## 11. CONCLUSION

Based on the foregoing, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove and subject to our comments and caveats as detailed, we recommend the following Share Exchange Ratio for the Proposed Amalgamation.

### **For amalgamation of INL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 712 (Seven Hundred Twelve) equity shares of INL of ₹10 each fully paid up.

### **For amalgamation of CRAPL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 44 (Forty Four) equity shares of CRAPL of ₹10 each fully paid up.

### **For amalgamation of KIPL with FIRL**

100 (One Hundred) equity shares of FIRL of ₹10 each fully paid up for every 35 (Thirty Five) equity shares of KIPL of ₹10 each fully paid up.

## 12. RESTRICTIONS ON USE OF THE REPORT

Report is to be read in totality and not in parts, in conjunction with the relevant documents mentioned therein and specifically used for the purpose of Proposed Amalgamation of INL, CRAPL and KIPL with FIRL pursuant to section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the prescribed rules alongwith applicable provisions of the Securities and Exchange Board of India ("SEBI") and Reserve Bank of India ("RBI"), if any.

## 13. CAVEATS, LIMITATIONS AND DISCLAIMERS



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### 13.1 Caveats and Limitations

- i) The company couldn't provide the financial statements of the associates/ related companies. Therefore, in order to determine the value of the investments made by the subject companies in these companies, we solely relied upon the valuation report of associates companies given by Corporate Professionals Capital Private Limited, a SEBI Registered (Category-I) Merchant Banker as on 31<sup>st</sup> March 2019 in compliance with applicable provisions of Income Tax Act, 1961.
- ii) Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, the undersigned, independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
- iii) The company and its representatives warranted to the undersigned that the information supplied was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.
- iv) The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
- v) This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and the undersigned has no obligation to update the report for such events and conditions.
- vi) The undersigned is not an environmental consultant or auditor, and it takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, is encouraged to obtain a professional environmental assessment. Undersigned does not conduct or



provide environmental assessments and has not performed one for the subject property.

vii) No change of any item in this valuation/conclusion report shall be made by anyone other than the undersigned and shall have no responsibility for any such unauthorized change.

viii) It is assumed that there is full compliance with all applicable Central, State, and local environmental regulations and laws.

ix) I have made no investigation of title to property, and assume that the owner's claim to the property is valid.

### 13.2 Disclaimers:

Valuation is an imprecise science with value being an estimate only and reasonable people can differ in their estimates of value. The assumptions are based on statements of facts provided by the Company or information available at public domain and not generated by the valuer. However, valuer has used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report.

## 14. GRATITUDE

We are grateful to the Management for making information and particulars available to us, often at a shorter notice, without which our assignment would not have been concluded in a time bound manner.

**Respectfully submitted,**

**for M/s D A B S K & Co.**

Chartered Accountants

FRN: 027243N



**CA Kaushal Kishor Singh**

**Partner**

M.No. 531953

**UDIN: 20531953AAAABF1478**

Date: 22<sup>nd</sup> September 2020

Place: New Delhi



**SMC CAPITALS LIMITED**

A- 401/402 , Lotus Corporate Park,  
Jai Coach Junction, Off Western Express  
Highway, Goregaon(E), Mumbai 400063.  
Tel : (B) +91-22-66481818  
Fax : +91-22-67341697  
CIN No. : U74889DL1994PLC063201

September 22, 2020

To,  
**Board of Directors,**

<b>Fortune Industrial Resources Limited</b> 25, Bazar Lane, Bengali Market, New Delhi- 110001	<b>Castle Rock Advisors Private Limited</b> House No. 181, Block-D, Pkt-17 Sector- 03, Rohini, New Delhi- 110085
<b>Indus Netlink Limited</b> 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi- 110001	<b>K2 Infosolutions Private Limited</b> House No. 181, Block-D, Pkt-17 Sector- 03, Rohini, New Delhi- 110085

Dear Sir(s),

**Sub: Fairness Opinion in relation to the proposed scheme of amalgamation of Indus Netlink Ltd., Castle Rock Advisors Pvt. Ltd. and K2 Infosolutions Pvt. Ltd. with Fortune Industrial Resources Ltd. and their respective Shareholders and Creditors.**

It is a pleasure to attach our Fairness Opinion in relation to the proposed scheme of amalgamation of Indus Netlink Ltd., Castle Rock Advisors Pvt. Ltd. and K2 Infosolutions Pvt. Ltd. with Fortune Industrial Resources Ltd. and their respective Shareholders and Creditors under Section 230 & 232 of the Companies Act 2013.

May you need any further information or clarification on any part of the Fairness Opinion, please feel free to contact us.

Thanking you  
For **SMC Capitals Limited**

**Authorised Signatory**

## 1. BRIEF BACKGROUND

- 1.1. Indus Netlink Limited (“INL” or “Transferor Company 1”), a public limited company incorporated in 2000 and having its registered office at 25, Bazar Lane, Bengali Market, New Delhi-110 001. INL is engaged in consultancy and other related activities. It has been informed to us that INL has deployed its idle funds in securities investments. INL is a closely held unlisted company.
- 1.2. Castle Rock Advisors Private Limited (“CRAPL” or “Transferor Company 2”), a private limited company incorporated in 2007 and having its registered office at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085. CRAPL is engaged in consultancy services, commission agency business and other related activities. It has been informed to us that CRAPL has deployed its idle funds in securities investments. CRAPL is a closely held unlisted company.
- 1.3. K2 Infosolutions Private Limited (“KIPL” or “Transferor Company 3”), a private limited company incorporated in 2011 and having its registered office at House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085. KIPL is engaged in consultancy services, commission agency business and other related activities. It has been informed to us that KIPL has deployed its idle funds in securities investments. KIPL is a closely held unlisted company.
- 1.4. Fortune Industrial Resources Limited (“FIRL” or “Transferee Company”), a public limited company incorporated in 1986 and having its registered office at 25, Bazar Lane, Bengali Market, New Delhi-110 001. FIRL is engaged in investment in shares and other securities, providing loans and advances and other related activities. The Transferee Company is duly registered with Reserve Bank of India (RBI) as a non-deposit accepting Non-Banking Finance Company (NBFC). As informed by the Company, equity shares of FIRL are listed on Metropolitan Stock Exchange of India Limited (“MSEI”).

Aforesaid, Transferor Company 1 to 3, shall be collectively referred to as “Transferor Companies”.

- 1.5. Management of the Transferee Company and Transferor Companies is proposing to adopt a Scheme of Amalgamation (“the Scheme”) pursuant to Sections 230 & Section 232 of the Companies Act, 2013. As enumerated, in the draft scheme provided to us, Rationale and Benefits of the Scheme are reproduced below:

- a. *“The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.*



- b. The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilized by the Transferee Company for its NBFC Business only.*
- c. The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.*
- d. The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.*
- e. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.*
- f. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.*
- g. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.*
- h. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned."*

1.6. Towards this purpose, the Board of Directors of FIRL have provided us with a certified copy of the proposed Scheme between Transferor Companies and Transferee Company which is scheduled to be considered and approved at their board meeting to be held on September 22, 2020. The proposed Scheme will also be placed at the meeting of the Board of Directors of the INL, CRAPL and KIPL.



## 2. REFERENCE & CONTEXT

As the equity shares of the Company are listed on nationwide stock exchanges, it is bound by the listing agreement and the provisions thereof as amended from time to time.

We, SMC Capitals Ltd., have been appointed to issue a fairness opinion in terms of sub Para 8(b) of Para I(A) of Annexure I of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on valuation of assets done by an independent valuer for the Transferor Company and Transferee Company pursuant to proposed scheme of amalgamation.

M/s. DABSK & Co., Chartered Accountants having their office at Plot No. 41-42, 1<sup>st</sup> Floor, Pocket-19, Sec 24, Near Best Mega Mall, Rohini, Delhi 110 085 ("Valuer") vide their valuation report dated September 22, 2020 have certified the valuation of the assets as required under the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

We are a SEBI registered Category I Merchant Banker and are not associated with the Company as merchant banker / consultant save for this fairness opinion and are not their associate.

This Opinion is expressed solely with reference to requirements under aforementioned purpose; and scope of this assignment is restricted to opine about fairness of valuation already done by the Valuer in relation to the Scheme.

This Opinion does not in any way constitute a recommendation by SMC to any Shareholder as to whether such shareholder should approve or reject the Scheme, in cases where voting by all the shareholders is warranted. We urge to read this Opinion carefully and entirely.

We have been engaged by the Company to issue an Opinion and will receive a fixed fee for rendering this Opinion, which is independent of the happening or otherwise of the proposed Scheme.

The Opinion is issued at the request of the Board of Directors of the Transferee Company who have engaged us and we owe the contractual responsibility to them and nobody else. The Opinion expressed in this report is non-binding and no claim of loss, damages, or liabilities arising out of acts of commission or omission done by third parties in relation to this transaction will lie against us.

There is no liability to any third party in relation to issuance of this Opinion and we shall not be answerable to any such third party. The Opinion when submitted to the Company will come under the ownership of the Company and the Company can use it only for the purposes for which it is issued. The permitted usage and sharing including the manner and mode of



sharing of this Opinion will be strictly as permitted by the governing regulatory requirement. No selective sharing of this Opinion to any interested party whether or not a shareholder will be permitted unless an express regulatory order in this behalf is furnished.

This Fairness Opinion may be reproduced in the explanatory statement sent to the shareholders of the Company along with the notice of general meeting / postal ballot form, conducted to get approval for the proposed transaction of reduction of capital, so long as the form of reproduction of the Fairness Opinion in such report and any description of or reference in such report to SMC, is in a form acceptable to us.

Management of the Company has agreed to notify us in case any modifications are carried out in the proposed scheme already furnished to us.

### **3. BASIS OF FORMING OPINION**

#### **3.1 Documents and Information Considered**

For the purpose of providing our opinion, we have reviewed:

1. Certain publicly available business and financial information relating to the Transferee and Transferor Companies.
2. Audited financials of the Transferee and Transferor Companies for the FY ended March 31, 2020.
3. Certified draft of the proposed Scheme to be approved by the Board of Directors of the Transferee and Transferor Companies.
4. Pre-Transaction and Post-Transaction Shareholding pattern of the Transferee Company.
5. Certified copy of the signed valuation report dated September 22, 2020 issued by M/s. DABSK & Co., Chartered Accountants.
6. Certified copy of the details of the Investments held in securities and fixed assets by the Transferee and Transferor Companies as on March 31, 2020
7. Performed such other reviews and analyses as SMC, in its absolute discretion, deemed appropriate.

#### **3.2 Assumptions and Limiting Conditions**

SMC has been engaged to provide standard services for the issuance of the Opinion and therefore have not performed any due diligence or audit of the information provided to us, nor have we made any independent valuation or appraisal of the assets or liabilities.

SMC has assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us by the Company or their authorized representatives





or used by us, and has assumed that the same are factually correct and does not assume or accept any liability or responsibility for any independent verification or checking of such information or any independent valuation or appraisal of any of the assets, operations or liabilities of the Company.

In preparing this opinion, SMC has received specific confirmation from management of the Company that all the information the Company has provided to SMC in relation to the engagement of SMC is correct and complete and no information has been withheld that could have influenced the purport of this Opinion.

This opinion is based on the valuation report issued by M/s. DABSK & Co., Chartered Accountants, and does not address any other issues such as the underlying business decision to recommend the transaction or its commercial merits, which are matters solely for the Boards of Directors of the Company to address and further to be confirmed by the shareholders of the Company, as may be required.

SMC's formation of fairness opinion is based on information supplied by the Company, representations and confirmations of its management on various issues and we have relied upon them as such without any independent verification and as such we do not hold ourselves liable if our opinion becomes flawed as a result of any shortcomings in such information, representations and confirmations given by the Company.

In rendering this opinion, SMC has not provided legal, regulatory, tax, accounting or actuarial advice and accordingly SMC does not assume any responsibility or liability in respect thereof. Furthermore, SMC has assumed that the proposed transaction will be consummated on the terms and conditions as proposed, without any material changes to, or waiver of, its terms or conditions.

#### **4. VALUATION APPROACHES AND THEIR REVIEW**

##### **4.1. Overview**

The formation of a fairness opinion is a complex process involving careful consideration and review of valuation methods, associated financial and other analyses, performed by the valuer. The selection and application of any or all of the generally accepted and commonly applied valuation methods to a particular circumstance is the discretion of the valuer, and hence, in arriving at its opinion, SMC has made a qualitative assessment of the appropriateness of the method and subsequent application. Accordingly, SMC believes that its analysis must be considered in its entirety and not based on any individual element or elements or without considering all associated narratives or descriptions of the analyses which could create a misleading or incomplete view of the comprehensive nature of the processes underlying its analyses and opinion.

##### **4.2 Valuation**





SMC has reviewed the valuation report dated September 22, 2020 issued by M/s. DABSK & Co., Chartered Accountants determining the relative (not absolute) valuation of the equity shares of the Transferee and Transferor Companies and fair exchange ratio for the proposed Scheme.

#### **4.3 Analysis of the Valuation**

While forming our opinion, we performed certain procedures and made certain enquiries with the Management of the Company. Some of the procedures / activities performed and the findings are mentioned below:


- a. Noted that the amalgamation involves merging of INL, CRAPL and KIPL with FIRL, wherein the shares of FIRL shall be issued in accordance with the fair exchange ratio as determined by the independent valuer.
- b. Noted that the Valuer has primarily based the valuation on the Cost Approach i.e. Net Asset Value methodology and has ignored Income and Market approach for the case in hand. In absence of strictly comparable companies listed on recognized stock exchanges in India and inability to draw the financial projections of the Transferor and Transferee Companies, it seems appropriate to ignore the Market Approach and Income Approach.
- c. Noted that the Valuer has referred to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017, and SEBI (Issue of Capital and Disclosure Requirements) Regulations in relation to methodology to be adopted for valuing FIRL. However, equity shares of FIRL are infrequently traded on MSEI, hence, instead of Market Approach, Net Asset Value is used for arriving at the valuation of FIRL equity shares.
- d. Noted that the Net Asset Value methodology was used to determine the value of equity shares of the Transferor Companies. As the Transferor Companies do not have steady stream of income/stable business plan. Net Asset Value methodology to determine the relative valuation of the Transferor Companies seems to be appropriate for the case.
- e. Noted that the Valuer has also adjusted for appreciation/diminution in the value of the Investments held in the form of quoted securities as on March 31, 2020.
- f. Noted that the Transferee and Transferor companies holds investments in unquoted equity shares of several companies. It was further noted that the Valuer has adjusted the investments held in unquoted equity shares for the current market value based upon the latest available valuation report as on date.
- g. Noted that the Valuer has provided additional discount for lack of marketability of equity shares of the Transferor Companies which is in close proximity with the industry benchmark. Considering the unlisted nature of equity shares, applying such discount seems appropriate.



## 5. OPINION

Based upon and subject to the foregoing, in this case of Scheme of Amalgamation, we are of the opinion on the date hereof, that the valuation report obtained in regard to requirement as per SEBI Circular from M/s. DABSK & Co., Chartered Accountants and proposed Scheme of Amalgamation is fair and reasonable in the current scenario.

For SMC Capitals Limited

  
Authorized Signatory

## FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 25, Bazar Lane, Bengali Market, New Delhi-110001  
Tel. No.: 011-43585000, Fax: 011-43585015, E-mail: fir.nbfc@gmail.com, Website: www.fir.co.in  
CIN: L51503DL1986PLC024329

Date: 20<sup>th</sup> October, 2020

Head- Listing & Compliance  
Metropolitan Stock Exchange of India Ltd (MSEI)  
Vibgyor Towers, 4th floor,  
Plot No C 62, G - Block,  
Opp. Trident Hotel  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 098

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 for the proposed Scheme of Amalgamation of Indus Netlink Ltd., Castle Rock Advisors Pvt. Ltd. and K2 Infosolutions Pvt. Ltd. with Fortune Industrial Resources Ltd.

Sub: Submission of Complaints Report

Dear Sirs,

This has reference to captioned matter, we are enclosing herewith the Complaints report as per Annexure II of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Thanking you,  
For Fortune Industrial Resources Limited

Fortune Industrial Resources Limited

*Bharti*

Bharti  
Authorised Signatory/Director  
Company Secretary & Compliance Officer

Encl: a/a

# FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 25, Bazar Lane, Bengali Market, New Delhi-110001

Tel. No.: 011-43585000, Fax: 011-43585015, E-mail: fir1.nbfc@gmail.com, Website: www.fir1.co.in

CIN: L51503DL1986PLC024329

## Complaint Report

### Part A

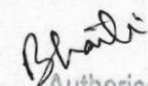
Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

### Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
N.A.			

For FORTUNE INDUSTRIAL RESOURCES LIMITED

Fortune Industrial Resources Limited



Authorised Signatory/Director

**BHARTI**

**COMPANY SECRETARY & COMPLIANCE OFFICER**



MSEI/LIST/2020/1396

December 23, 2020

**The Company Secretary and Compliance Officer,**  
**Fortune Industrial Resources Limited**  
25, Bazar Lane, Bengali Market,  
New Delhi - 110001

Dear Sir/ Madam,

**Sub.: Observation letter regarding the Draft Scheme of Amalgamation of Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Private Limited with Fortune Industrial Resources Limited.**

This is in reference to the draft scheme of amalgamation filed by Fortune Industrial Resources Limited in terms of SEBI Circular No. CFD/DIL/3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated December 18, 2020 has *inter alia* given the following comment(s) on the draft scheme of arrangement:

- *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the website of the company.*
- *The Company shall duly comply with various provisions of the said circular.*
- *The Company is advised that the observations of SEBI/ Stock Exchange shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- *The Company shall ensure that applicable information pertaining to unlisted company – Castle Rock Advisors Private Limited, K2 Infosolutions Private Limited and Indus Netlink Limited is included in abridged prospectus as per specified format.*
- *The Company shall disclose to NCLT that RBI was requested to provide their comments on Fortune Industrial Resources Limited, a non-banking financial company (NBFC) registered with RBI. However, till date, RBI has not provided any comments to SEBI letter email dated November 05, 2020.*
- *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under Section 230(5) of the Companies Act, 2013, to SEBI again for its comments/ observation's/ representation's.*

Page 1 of 2

**Metropolitan Stock Exchange of India Limited**

Registered Office: 4th Floor, Vibgyor Towers, Plot No. C - 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra East, Mumbai 400 098  
Tel: +91-22-6112 9000 | customerservice@msei.in | www.msei.in | CIN: U65999MH2008PLC185856





According, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To comply with various provisions of the said SEBI circulars.

Further, it is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under Section 230(5) of the Companies Act, 2013, to the Exchange for its comments/ observation's/ representation's.

In the light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/ de-listing/ continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with NCLT.

Further, wherever applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to NCLT.

The Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,

**For Metropolitan Stock Exchange of India Limited**

**Raviraj Nirbhawane**  
**Manager**

Page 2 of 2

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**INDEPENDENT AUDITORS' REPORT**

To  
The Members of Indus Netlink Limited  
**Report on the audit of the Standalone financial statements**

**Opinion**

We have audited the accompanying Standalone financial statements of **M/s Indus Netlink Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and notes to the financial statements and the Statement of Cash Flow, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2013** ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its Loss and cash flow for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting on key audit matters as per SA 701 are not applicable to the Company since it is an unlisted company.





**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance & conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's responsibility for the Standalone financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting Process.







**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. As per the information and explanations given to us, the company has no branch office. Hence, no requirement to consider report of branch auditor and dealt with it in preparing our report;
- d. The balance sheet, the statement of profit and loss, the statement of Cash flow dealt with by this report are in agreement with the books of account;
- e. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;







**AVRG & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

- f. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. Since the Company's turnover as per latest audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification dated June 13, 2017; and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company

**For AVRG & Associates**  
**(Chartered Accountants)**

**Firm Reg. No. 022056N**


**Anil Varma**

**(Partner)**

**Membership No: 093374**

**Udin No.-20093374AAAAHZ2868**

**Place: New Delhi**

**Date: 21ST August, 2020**



**Annexure A to the Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

- i. According to the information and explanation given to us and from the examination of the books of accounts, the company does not have any fixed assets as on 31st March 2020.
- ii. According to the information and explanation given to us, the company does not have any inventory and hence reporting under Para 3(ii) of the order is not applicable
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of Para 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, there are no loan or advances granted in accordance with the provision of section 185 and as per section 186 of the Companies Act, 2013, the company has made investments within the limits in accordance with the provisions of the said section.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.  
  
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not taken any loan or borrowings from financial institutions, banks, government, debenture holders.





- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of Para 3 (ix) of the Order are not applicable to the Company.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of Para 3 of the Order are not applicable to the Company.
- xiii. In our opinion, there are no transactions with the related parties during the year under a review and hence this clause is not applicable.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Para 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act 2013.
- xvi. According to the information and explanations given to us, we report that the Company has no legal requirement for registration under section 45-IA of the Reserve Bank of India Act, 1934.

For AVR & Associates  
(Chartered Accountants)

Firm Reg. No.: 022056N



Anil Varma

(Partner)

Membership No: 093374

Udin No.-20093374AAAHZ2868

Place: New Delhi

Date: 21<sup>ST</sup> August 2020.



# INDUS NETLINK LIMITED

Reg. Off.: 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110001  
CIN : U74899DL2000PLC105154

## Balance Sheet as at 31st March, 2020

(Amount in Rs.)

S.No	Descriptions	Note No.	As at March 31, 2020	As at March 31, 2019
1	<b>EQUITY &amp; LIABILITIES</b>			
I	<b><u>Shareholders' Funds</u></b>			
	(a) Share capital	3	4,886,500	4,886,500
	(b) Reserves and surplus	4	28,441,619	28,466,979
II	<b>Share application money pending allotment</b>	-	-	-
III	<b><u>Non Current Liabilities</u></b>			
	(a) Long term borrowings	-	-	-
	(b) Deferred tax liabilities (Net)	-	-	-
	(c) Other long term liabilities	-	-	-
	(d) Long-term provisions	-	-	-
IV	<b><u>Current Liabilities</u></b>			
	(a) Short term borrowings	-	-	-
	(b) Trade payables	-	-	-
	(c) Other current liabilities	5	11,000	8,850
	(d) Short term provisions	-	-	-
<b>Total (I)+(II)+(III)+(IV)</b>			<b>33,339,119</b>	<b>33,362,329</b>
2	<b>ASSETS</b>			
V	<b><u>Non-Current Asset</u></b>			
	(a) Property, Plant and equipments	-	-	-
	(b) Non-current investments	6	32,986,460	32,986,460
	(c) Deferred tax assets (net)	-	-	-
	(d) Long-term loans and advances	-	-	-
	(e) Other non-current assets	-	-	-
VI	<b><u>Current Assets</u></b>			
	(a) Current investments	-	-	-
	(b) Inventories	-	-	-
	(c) Trade receivables	-	-	-
	(d) Cash and cash equivalents	7	51,639	74,849
	(e) Short-term loan and advances	-	-	-
	(f) Other current assets	8	301,020	301,020
<b>Total (V)+(VI)</b>			<b>33,339,119</b>	<b>33,362,329</b>
Summary of significant accounting policies		1&2		
The notes are an integral part of the Financial Statements				

This is the Balance Sheet referred to in our report of even date

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

For and on Behalf of the Board of Directors  
Indus Netlink Limited

Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHZ2868

Prince Goyal  
Director  
DIN-00954215

Shilendra Singh Chauhan  
Director  
DIN-07545559

Place : New Delhi  
Dated : 21st August, 2020

**INDUS NETLINK LIMITED**

Reg. Off.: 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110001

CIN : U74899DL2000PLC105154

**Statement of Profit & Loss for the year ended 31st March, 2020**

(Amount in Rs.)

S.No	Particulars	Note No	As at March 31, 2020	As at March 31, 2019
I	<b>Revenue</b>			
	Revenue from operations	-	-	-
	Other income	-	-	-
	<b>Total (I)</b>		-	-
II	<b>Expenses</b>			
	Employee Benefit Expenses	-	-	-
	Other Expenses	9	25,360	17,205
	<b>Total (II)</b>		25,360	17,205
III	<b>Profit before Exceptional and Extraordinary Items and Tax (I - II)</b>		(25,360)	(17,205)
IV	Exceptional Items		-	-
V	<b>Profit before Extraordinary Items and Tax (III - IV)</b>		(25,360)	(17,205)
VI	Extraordinary Items		-	-
VII	<b>Profit before Tax (V - VI)</b>		(25,360)	(17,205)
VIII	Tax Expenses: Current Tax		-	-
IX	<b>Profit / (Loss) for the Period (VII - VIII)</b>		(25,360)	(17,205)
	Earning Per Equity Share Basic		(0.05)	(0.04)



The notes are an integral part of the Financial Statements

This is the Profit &amp; Loss referred to in our report of even date

For AVR &amp; Associates

Chartered Accountants

(Firm Reg. No. 022056N)

Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHZ2868

For and on Behalf of the Board of Directors

Indus Netlink Limited



Prince Goyal  
Director  
DIN-00954215



Shilendra Singh Chauhan  
Director  
DIN-07545559

Place : New Delhi

Dated : 21st August, 2020



**INDUS NETLINK LIMITED**

Reg. Off.- 25, Bazar Lane , Bengali Market, Connaught Place, New Delhi-110001  
CIN : U74899DL2000PLC105154

**Cash Flow Statement for the year ended 31st March, 2020**

		(Amount in Rs.)	
	PARTICULARS	As at March 31, 2020	As at March 31, 2019
<b>A.</b>	<b>Cash Flow From Operating Activities</b>		
	Net Profit Before Taxation	(25,360)	(17,205)
	Adjustments for :		
	Add:Mat credit Entitlement	-	-
	Add: Provision for Non-Performing Assets/Standard assets/Other losses	-	-
	Add: Depreciation on Assets	-	-
	<b>Operating profits before Working Capital Changes</b>	<b>(25,360)</b>	<b>(17,205)</b>
	Adjusted For:		
	(Increase) / Decrease in Trade receivables	-	-
	Increase / (Decrease) in Trade payables	-	-
	(Increase) / Decrease in Inventories	-	-
	Increase / (Decrease) in Other Current Liabilities	2,150	(1,91,141)
	(Increase) / Decrease in Long Term Loans & Advances	-	-
	(Increase) / Decrease in Other Current Assets	-	-
	(Increase) / Decrease in short term provision	-	(21,020)
	<b>Cash Generated From Operations</b>	<b>(23,210)</b>	<b>(2,29,366)</b>
	Less: Tax paid	-	-
	<b>Net Cash From Operating Activities(A)</b>	<b>(23,210)</b>	<b>(2,29,366)</b>
<b>B.</b>	<b>Cash Flow From Investing Activities</b>		
	(Purchase)/ Sale of Fixed Assets	-	-
	<b>Net Cash From Investing Activities(B)</b>	<b>-</b>	<b>-</b>
<b>C.</b>	<b>Cash Flow From Financing Activities</b>		
	Increase in / (Repayment) of Short term Borrowings	-	-
	Increase in / (Repayment) of Long term borrowings	-	-
	Increase / (Decrease) in share capital	-	-
	Increase in Securities Premium	-	-
	<b>Net Cash From Financing Activities(C)</b>	<b>-</b>	<b>-</b>
<b>D.</b>	<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>(23,210)</b>	<b>(2,29,366)</b>
	Cash & Cash Equivalents at Beginning of the year	74,849	3,04,215
	<b>Cash &amp; Cash Equivalents at end of the year</b>	<b>51,639</b>	<b>74,849</b>

As per our report of even date attached

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHZ2868

Place : New Delhi  
Dated : 21st Augst, 2020

For and on Behalf of the Board of Directors  
Indus Netlink Limited

Prince Goyal  
Director  
DIN-00954215

Shilendra Singh Chauhan  
Director  
DIN-07545559

1 **Company Information**

Indus Netlink Limited ('The Company') is incorporated in India on 10th April, 2000 and has its registered office situated at 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110001 India. The Company is carrying on the business of developing software and all related activities and to provide internet services, etc.

2 **Significant Accounting Policies**

2.1 **Basis for preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 **Use of Estimates**

The preparation of financial statements is in conformity with general accepted accounting principles which requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from those estimates.

2.3 **Earnings per share**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period.

2.4 **Recognition of Revenue and Expenses**

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefits will flow to the company. All Expenses are provided on accrual basis unless stated otherwise.

2.5 **Provisions & Contingencies**

A provision is recognized when the company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. Contingent Liabilities and Contingent Assets are neither recognized nor disclosed in the financial statements.

2.6 **Cash and Cash Equivalents**

Cash and cash equivalents comprise cash and cash on deposit with banks.

2.7 **Current / Non-current classification of assets /liabilities**

The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/ liabilities are classified as non current.

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHZ2868



For and on Behalf of the Board of Directors  
Indus Netlink Limited

  
Prince Goyal  
Director  
DIN-00954215

  
Shilendra Singh Chauhan  
Director  
DIN-07545559

Place : New Delhi  
Dated : 21st August, 2020

**Notes to Accounts**  
**For the Year ended on 31st March, 2020**

**Indus Netlink Limited**  
**CIN:U74899DL2000PLC105154**

**3 SHARE CAPITAL**

**3.1 Share Capital**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Authorised</b>		
5,00,000 Equity shares of Rs. 10/- each	50,00,000	50,00,000
<b>Issued, Subscribed and Paid up:</b>		
4,88,650 equity shares of Rs.10/- each	48,86,500	48,86,500
<b>Total</b>	<b>48,86,500</b>	<b>48,86,500</b>

**3.2 Terms/Rights attached to Equity Shares**

The company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**3.3 The reconciliation of the number of shares outstanding and the amount of share capital as at 31st March, 2020 and 31st March, 2019 is set out below:**

Particulars	As at March 31, 2020		As at March 31, 2019	
	Equity Shares		Equity Shares	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	4,88,650	48,86,500	4,88,650	48,86,500
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	<b>4,88,650</b>	<b>48,86,500</b>	<b>4,88,650</b>	<b>48,86,500</b>

**3.4 Disclosure as to the shareholders holding more than 5 percent shares**

Name of the Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of Holdings	No. of Shares	% of Holdings
Jasgold Offshore Services Private Limited	40,000	8.19	40,000	8.19
RPG Securities and Financial Services Limited	88,250	18.06	88,250	18.06
PNR Systems Private Limited	96,300	19.71	96,300	19.71
Swastik Calltech Private Limited	90,600	18.54	90,600	18.54
Competent Infoways Private Limited	54,800	11.21	54,800	11.21
Passion IT Solutions Private Limited	30,000	6.14	30,000	6.14
<b>Total</b>	<b>3,99,950</b>	<b>81.85</b>	<b>3,99,950</b>	<b>81.85</b>

**For AVRG & Associates**

**Chartered Accountants**

**(Firm Reg. No. 022056N)**

**Anil Varma**  
**Partner**

**Membership No.: 093374**  
**UDIN: 20093374AAAAHZ2868**

**Place : New Delhi**

**Dated : 21st August, 2020**

**For and on Behalf of the Board of Directors**

**Indus Netlink Limited**

**Prince Goyal**  
**Director**  
**DIN-00954215**

**Shilendra Singh Chauhan**  
**Director**  
**DIN-07545559**

Notes to the Accounts  
For the year ended on 31st March, 2020

Indus Netlink Limited  
CIN:U74899DL2000PLC105154

(Amount in Rs.)			
Note No.	Particulars	As at March 31, 2020	As at March 31, 2019
4	<b>Reserves &amp; Surplus</b>		
	<b>Security Premium Account</b>		
	At the beginning of Accounting Period	2,86,30,500	2,86,30,500
	Addition during the year	-	-
	<b>At the end of Accounting Period (I)</b>	<b>2,86,30,500</b>	<b>2,86,30,500</b>
	<b>Profit &amp; Loss Account</b>		
	At the beginning of Accounting Period	(1,63,522)	(1,46,317)
	Addition during the year	(25,360)	(17,205)
	(Balance in Statement of Profit & Loss A/c)		
	<b>At the end of Accounting Period (II)</b>	<b>(1,88,882)</b>	<b>(1,63,522)</b>
	<b>Total(I+II)</b>	<b>2,84,41,619</b>	<b>2,84,66,979</b>
5	<b>Other Current Liabilities</b>		
	<b>Other Payables</b>		
	Expenses Payable	11,000	8,850
	<b>Total</b>	<b>11,000</b>	<b>8,850</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner  
Membership No.: 083374  
UDIN: 20093374AAAAHZ2868

Place : New Delhi  
Dated : 21st August, 2020

For and on Behalf of the Board of Directors  
Indus Netlink Limited

  
Prince Goyal  
Director  
DIN-00954215

  
Shilendra Singh Chauhan  
Director  
DIN-07545559



(Amount in Rs.)

Note No.	Particulars	As at March 31, 2020	As at March 31, 2019
6	<b>Non Current Investments</b> <b>(Unquoted Equity Shares)</b> Empire Fincap Pvt Ltd. (6473 Eq. Shares, P.Y. 6473 Eq. Shares) Metbrass Plassim India Ltd (22500 Eq. Shares, P.Y. 22500 Eq. Shares) RPG Securities and Financial Services Ltd (66833 Eq. Shares, P.Y. 66833 Eq. Shares) RPL Capital Finance Ltd. (473949 Eq. Shares, P.Y. 473949 Eq. Shares) Shantnu Farms Pvt Ltd. (17000 Eq. Shares, P.Y. 17000 Eq. Shares) Sunvision Properties Pvt Ltd. (33000 Eq. Shares, P.Y. 33000 Eq. Shares) Superior Calitech Pvt Ltd ( 3000 Eq. Shares, P.Y. 3000 Eq. Shares) Versatile Datamatics Pvt Ltd. (10900 Eq. Shares, P.Y. 10900 Eq. Shares) Sunstar Infra Developers Pvt Ltd.(53250 Eq. Shares, P.Y. 53250 Eq. Shares)	1,29,460 4,50,000 12,70,540 1,85,35,460 17,00,000 3,30,000 3,00,000 51,21,000 51,50,000	1,29,460 4,50,000 12,70,540 1,85,35,460 17,00,000 3,30,000 3,00,000 51,21,000 51,50,000
	<b>Total</b>	<b>3,29,86,460</b>	<b>3,29,86,460</b>
7	<b>Cash &amp; Cash Equivalents</b> Balance with Banks Cash in Hand	16,231 35,408	16,231 58,618
	<b>Total</b>	<b>51,639</b>	<b>74,849</b>
8	<b>Other Current Assets</b> <b>Others</b> MAT Credit Other Current Assets Savair Energy Limited HAL Offshore Limited	21,020 1,75,200 1,04,800	21,020 1,75,200 1,04,800
	<b>Total</b>	<b>3,01,020</b>	<b>3,01,020</b>
9	<b>Other Expenses</b> Audit Fees Filing Fees & taxes Legal & Professional Bank Charges Misc Expenses	11,000 7,140 1,500 - 5,720	8,850 1,000 1,500 3,540 2,315
	<b>Total</b>	<b>25,360</b>	<b>17,205</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022055N)

Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAH22668

Place : New Delhi  
Dated : 21st August, 2020

For and on Behalf of the Board of Directors  
Indus Netlink Limited

Prince Goyal  
Director  
DIN-00954215

Shilendra Singh Chauhan  
Director  
DIN-07545559



**Notes to the Accounts**  
For year ended on 31st March,2020

**Indus Netlink Limited**  
CIN:U74899DL2000PLC105154

Note No.	Other Disclosures	As at March 31, 2020	As at March 31, 2019
10	<u>Contingent Liabilities</u>	NIL	NIL
11	<u>Auditor's Remuneration</u>		
	Statutory Audit	11,000	8,850
12	<u>Earning Per Share</u>		
	<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
	Net Profit/(Loss) after tax (in Rs)	(25,360)	(17,205)
	Weighted Average No. of Equity Shares	4,88,650	4,88,650
	Earning Per Share (in Rs)	(0.05)	(0.04)
	Nominal Value per equity share (in Rs)	10	10
13	<u>Amount due to Micro, Small and Medium Enterprises:</u> There are no Micro and Small Scale Business Enterprises to whom the company owes, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.		
14	In the opinion of the management of the company, the current assets and loans & advances have realization value in the ordinary course of business at least equal to the figures stated in the balance sheet and provisions for all the known liabilities have been made.		
15	<u>Previous year figures</u> Figures of the previous year have been regrouped /reclassified wherever considered necessary to conform to current year classification.		
16	<u>Segment Reporting</u> As the company operates in a single business and geographical segment, the reporting requirements for primary and secondary segment disclosures prescribed by Accounting Standard 17 are not applicable.		
17	<u>Related Party Disclosure</u> There are no related party transactions in the company. Hence the company doesn't require any disclosure as prescribed by Accounting Standard 18.		

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHZ2868

Place : New Delhi  
Dated : 21st August, 2020

For and on Behalf of the Board of Directors  
Indus Netlink Limited

Prince Goyal  
Director  
DIN-00954215

Shilendra Singh Chauhan  
Director  
DIN-07545559



**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of Castle Rock Advisors Private Limited  
**Report on the audit of the Standalone financial statements**

**Opinion**

We have audited the accompanying Standalone financial statements of **M/s Castle Rock Advisors Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, the Statement of Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2013** ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and its profit for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting on key audit matters as per SA 701 are not applicable to the Company since it is an unlisted company.





**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance & conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's responsibility for the Standalone financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting Process.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.







Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.





We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on other legal and regulatory requirements**

The provisions of the **Companies (Auditor's Report) Order, 2016** ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 are not applicable to the Company

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. As per the information and explanations given to us, the company has no branch office. Hence, no requirement to consider report of branch auditor and dealt with it in preparing our report;
- d. The balance sheet, the statement of profit and loss, dealt with by this report are in agreement with the books of account;
- e. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;
- f. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. Since the Company's turnover as per latest audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification dated June 13, 2017; and







- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

For AVRG & Associates  
(Chartered Accountants)  
Firm Reg. No.: 0220561



Anil Varma  
(Partner)  
Membership No: 093374

Place: New Delhi  
Date: 31st July, 2020  
UDIN: 20093374AAAAHK7472

# CASTLE ROCK ADVISORS PRIVATE LIMITED

Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085  
CIN-U70109DL2007PTC162148

## Balance Sheet as at 31st March, 2020

(Amount in Rs.)

S.No	Descriptions	Note No.	As at March 31, 2020	As at March 31, 2019
I	<b>EQUITIES &amp; LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	3	7,77,000	7,77,000
	(b) Reserve & Surplus	4	502,02,102	501,52,952
(2)	<b>Share Application Money Pending Allotment</b>			-
(3)	<b>Non Current Liabilities</b>			
	(a) Long Term Borrowings	-	-	-
	(b) Other Long Term Liabilities	-	-	-
(4)	<b>Current Liabilities</b>			
	(a) Short Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	5	10,000	11,800
	(d) Short Term Provisions	6	801	-
	<b>Total (1)+(2)+(3)+(4)</b>		<b>509,89,903</b>	<b>509,41,752</b>
II	<b>ASSETS</b>			
(1)	<b>Non Current Assets</b>			
	(a) Non Current Investments	7	501,74,000	501,74,000
	(b) Long Term Loans & Advances	-	-	-
	(c) Other Non-Current Assets	-	-	-
(2)	<b>Current Assets</b>			
	(b) Trade Receivables	8	5,57,568	3,80,000
	(c) Cash & Cash Balances	9	1,95,010	3,38,823
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	10	63,325	48,929
	<b>Total (1)+(2)</b>		<b>509,89,903</b>	<b>509,41,752</b>

Summary of significant accounting policies	1&2
The notes are an integral part of the Financial Statements	

This is the Balance Sheet referred to in our report of even date  
Auditor's Report Signed In Terms of our Separate Report of Even Date

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 0220568)

  
Anil Varma  
Partner  
Membership No.: 093374



For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

**CASTLE ROCK ADVISORS PRIVATE LIMITED**  
 Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085  
 CIN-U70109DL2007PTC162148

**Statement of Profit & Loss for the period ended 31st March, 2020**

(Amount in Rs.)

S.No	Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I	<b><u>Revenue</u></b> Revenue from Operations	11	5,89,681	
	<b>Total (I)</b>		<b>5,89,681</b>	
II	<b><u>Administrative Expenses</u></b> Employee Benefit expenses Other Expenses	12 13	3,00,451 2,39,278	32,000 15,724
	<b>Total (II)</b>		<b>5,39,729</b>	<b>47,724</b>
III	<b><u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u></b>		<b>49,952</b>	<b>(47,724)</b>
IV	Exceptional Items			
V	<b><u>Profit before Extraordinary Items and Tax (III - IV)</u></b>		<b>49,952</b>	<b>(47,724)</b>
VI	Extraordinary Items		-	
VII	<b><u>Profit before Tax (V - VI)</u></b>		<b>49,952</b>	<b>(47,724)</b>
VIII	Current Tax		801	
	<b><u>Profit (Loss) for the Period (VII - VIII)</u></b>		<b>49,151</b>	<b>(47,724)</b>
	<b><u>Earning Per Equity Share</u></b> Basic		<b>0.63</b>	<b>(0.61)</b>

The notes are an integral part of the Financial Statements

This is the Profit & Loss A/c referred to in our report of even date

For AVR & Associates  
 Chartered Accountants  
 (Firm Reg. No. 022056N)

  
 Anil Varma  
 Partner  
 Membership No.: 093374



For and on Behalf of the Board of Directors  
 Castle Rock Advisors Private Limited

  
 Madhu Bhandula  
 Director  
 DIN : 07599092

  
 Satya Pal Bhandula  
 Director  
 DIN : 05100519

Place : New Delhi  
 Dated : 31st July 2020  
 UDIN: 20093374AAAAHK7472

**Company Information**

Castle Rock Advisors Private Limited ('The Company') is incorporated in India on 17th April, 2007 and its registered office is situated at House No.181, Block-D, Pkt-17, Sector-03, Rohini, New Delhi-110085. The company is carrying the business of investment advisory services for all present and prospective field.

**2 Significant Accounting Policies**

**2.1 Basis for preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**2.2 Use of Estimates**

The preparation of financial statements is in conformity with general accepted accounting principles which requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from those estimates.

**2.3 Earnings per share**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period.

**2.4 Recognition of Revenue and Expenses**

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefits will flow to the company. All Expenses are provided on accrual basis unless stated otherwise.

**2.5 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash and cash on deposit with banks.

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)



Anil Varma  
Partner  
Membership No.: 093374

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

**Notes to and forming Part of Balance Sheet as at 31st March, 2020**

(Amount in Rs.)

Note No.		Particulars	As at 31st March 2020		As at 31st March 2019	
			No. of Shares	Amount	No. of Shares	Amount
3	<b>Share Capital:</b>					
	<u>Authorised:</u>					
	Equity shares of Rs. 10/- each		80,000	8,00,000	80,000	8,00,000
	<u>Issued, Subscribed and Paid up:</u>					
	Equity Shares at the beginning of Accounting Period		77,700	7,77,000	77,700	7,77,000
		Addition during the year	-	-	-	-
		Equity Shares at the beginning of Accounting Period	77,700	7,77,000	77,700	7,77,000
<u>Terms/Rights attached to Equity Shares</u>						
3.1	The company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.					
<u>Shareholders holding more than 5% shares in the company along with number of shares.</u>						
3.2	Name of the Share Holder		As at 31.03.2020		As at 31.03.2019	
			No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal		13,750	17.696	13,750	17.696
	Satya Pal Bhandula		50,300	64.736	50,300	64.736
	Madhu Bhandula		13,650	17.568	13,650	17.568
Total		77,700	100,000	77,700	100,000	

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 0220564)



Anil Varma  
Partner  
Membership No.: 093374

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519



(Amount in Rs.)

Note No.	Particulars	As at March 31, 2020	As at March 31, 2019
4	<b>Reserve &amp; Surplus</b>		
	<u>Security Premium Account</u>		
	At the beginning of Accounting Period	500,98,000	500,98,000
	Addition during the year		
	At the end of Accounting Period	500,98,000	500,98,000
	<u>Profit &amp; Loss Account</u>		
	At the beginning of Accounting Period	54,952	1,02,678
	Addition during the year	49,151	(47,724)
	(Balance in statement of Profit & Loss A/c)		
	At the end of Accounting Period	1,04,102	54,952
	<b>Total</b>	<b>502,02,102</b>	<b>501,52,952</b>
5	<b>Other Current Liabilities</b>		
	Expenses Payable	10,000	11,800
	<b>Total</b>	<b>10,000</b>	<b>11,800</b>
6	<b>Short Term Provisions</b>		
	Provision For Income Tax	801	
	<b>Total</b>	<b>801</b>	<b>-</b>
7	<b>Non Current Investment</b>		
	<u>In Equity Instruments</u>		
	Others (Unquoted)	501,74,000	501,74,000
	<b>Total</b>	<b>501,74,000</b>	<b>501,74,000</b>
8	<b>Trade Receivables</b>		
	(Unsecured considered good unless otherwise stated)		
	Outstanding for a period exceeding six months		
	Others	5,57,568	3,80,000
	<b>Total</b>	<b>5,57,568</b>	<b>3,80,000</b>

For AVRG & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner

Membership No.: 093374

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

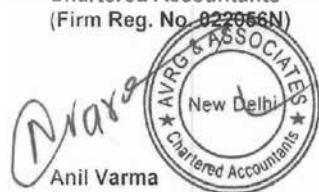
For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

9	<b>Cash &amp; Bank Balances</b>		
	<u>Balance With Banks</u>		
	HDFC Bank Limited	19,986	49,954
	Cash In Hand	1,75,024	2,88,869
	<b>Total</b>	<b>1,95,010</b>	<b>3,38,823</b>
10	<b>Other Current Assets</b>		
	TDS Receivable	29,325	
	Income Tax Refund	-	48,929
	Security Deposit	34,000	
	<b>Total</b>	<b>63,325</b>	<b>48,929</b>
11	<b>Revenue from Operation</b>		
	Professional Receipts	5,86,500	
	Interest on Income tax Refund	3,181	
	<b>Total</b>	<b>5,89,681</b>	
12	<b>Employee Benefit Expenses</b>		
	Salary To Staff	2,95,185	32,000
	Staff welfare Expenses	5,266	
	<b>Total</b>	<b>3,00,451</b>	<b>32,000</b>
13	<b>Other Expenses</b>		
	Accounting Charges	15,000	
	Audit Fees	10,000	11,800
	Business Promotion Expenses	18,665	-
	Bank Charges	708	3,924
	ROC Filing Fees	2,800	
	Festival Celebration Expenses	22,600	
	Office Expenses	23,889	
	Conveyance Expenses	51,819	
	Miscellaneous Expenses	32,911	
	Professional Charges	22,893	
	Printing & Stationery Expenses	19,648	
	Telephone Expenses	18,355	
	<b>Total</b>	<b>2,39,278</b>	<b>15,724</b>

For AVRG & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)



Anil Varma  
Partner  
Membership No.: 093374

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519

<u>Other Disclosures</u>		As at March 31, 2020	As at March 31, 2019
14 (a)	<u>Contingent Liabilities</u>		
14 (b)	<u>Capital Commitments</u>		
14(c)	<u>Other Commitments</u>		
15	<u>Details of Remuneration to Auditor</u>		
(a)	As Statutory Auditor	10,000	11,800
(b)	For Other Services		
(c)	Out of Pocket Expenses		
16	Expenditure in Foreign Currency	-	
17	<u>Earning Per Share</u>		
	<b>Particulars</b>	<b>As at 31st March, 2020</b>	<b>As at 31st March, 2019</b>
	Net Profit/(Loss) after tax (in Rs)	49,151	(47,724)
	Weighted Average No. of Equity Shares	77,700	77,700
	Earning Per Share (in Rs)	0.63	(0.61)
	Nominal Value per equity share (in Rs)	10/-	10/-
18	<u>Amount due to Micro, Small and medium Enterprises:</u> There are no Micro and Small Scale Business Enterprises to whom the company overdues, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.		
19	In the opinion of the management of the company, the current assets and loans & advances have realization value in the ordinary course of business at least equal to the figures stated in the balance sheet and provisions for all the known liabilities have been made.		
20	<u>Segment Reporting</u> As the Company operates in a single business and geographical segment, the reporting requirements for primary and secondary segment disclosures prescribed by Accounting Standard 17 are not applicable.		
21	<u>Related Party Disclosure</u> There are no related party transactions in the company. Hence the company doesn't require any disclosure as prescribed by Accounting Standard 18.		
22	<u>Previous year figures</u> Figures of the previous year have been regrouped /reclassified wherever considered necessary to conform to current year classification.		

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)



Anil Varma  
Partner  
Membership No.: 093374

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519

**Annexure "A" For Note No. 5**  
**Other Current Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Expenses Payable</b>		
Audit Fees Payable	10,000	11,800
<b>Total</b>	<b>10,000</b>	<b>11,800</b>

**Annexure "B" For Note No.7**  
**Non Current Investment**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Others (Unquoted)</b>		
Sunstar Infra Developers Private Limited) (38,680, Shares (Previous Year 38,680 Shares)	38,68,000	38,68,000
Moon Beverages Limited (37,500 Shares (Previous Year 37,500 Shares)	2,25,00,000	2,25,00,000
Indian Duro Build Private Limited (78500, Shares (Previous Year 78,500 Shares)	78,50,000	78,50,000
HAL Offshore Limited (1,57,060, Shares (Previous Year 1,57,060 Shares)	1,59,56,000	1,59,56,000
<b>Total</b>	<b>5,01,74,000</b>	<b>5,01,74,000</b>

**Annexure "C" For Note No. 8**  
**Trade Receivables**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade Receivables</b>		
Aks Credits Limited	5,57,175	
OJ Financial Services Private Limited	393	
K2 Infosolutions Private Limited		3,80,000
<b>Total</b>	<b>5,57,568</b>	<b>3,80,000</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)



Anil Varma  
Partner  
Membership No.: 093374

For and on Behalf of the Board of Directors  
Castle Rock Advisors Private Limited

*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July 2020  
UDIN: 20093374AAAAHK7472

Name of Assessee	Castle Rock Advisors Private Limited		
Address	H.NO 181, BLOCK-D, PKT-17,,SECTOR-03 ROHINI, NEW DELHI,ROHINI,New Delhi,DELHI,110085		
E-Mail	varun.katyal@apac.in		
Status	Company(Domestic)	Assessment Year	2020-2021
Ward	WARD 5(3), DELHI ()	Year Ended	31.3.2020
PAN	AADCC0982B	Incorporation Date	17/04/2007
Residential Status	Resident		
Particular of Business	Service		
Nature of Business	OTHER SERVICES-Other services n.e.c.(21008)		
Method of Accounting	Mercantile		
A.O. Code	DEL-W-033-03		
Filing Status	Original		
Bank Name	HDFC Bank Ltd, Ashoka Park Main New Delhi ,MICR:110240423, A/C NO:50200012743168 ,Type: Current ,IFSC: HDFC0004191		
Tele:	Mob:9990172927		

**Computation of Total Income [As per Section 115BAA (Tax @22%)]**

**Income from Business or Profession (Chapter IV D)**

Profit as per Profit and Loss a/c	48152
Total	48152
<u>Less:</u>	
	<u>3181</u>
	3181
	44971
Brought Forward Business Loss Set off	-44971
	<u>                    </u>

**Income from Other Sources (Chapter IV F)**

**3179**

Interest From IT Refund	<u>3179</u>
-------------------------	-------------

**Gross Total Income**

**3179**

**Total Income**

**3179**

Round off u/s 288 A

**3180**

MAT Provisions not apply on company due to applicability of section 115BAA

Tax Due @ 22% (Company applicable for Sec 115BAA)	700
Surcharge @10%	<u>70</u>
	770
Health & Education Cess (HEC) @ 4.00%	<u>31</u>
	801
T.D.S.	<u>29325</u>
	-28524
Refundable (Round off u/s 288B)	28520



**T.D.S./ T.C.S. From**

Non-Salary(as per Annexure) 29325

Due Date for filing of Return September 30, 2020

Due date extended to 30/11/2020 35/2020/F.No. 370142/23/2020-TPL DT. 24.06.2020

**Comparison of Income if Company does not Opts for Section 115BAA/115BAB (Tax @25%)**

1.Total income as per Section 115BAA/115BAB		3179
2. Adjustments according to section 115BAA/115BAB		
(i) Deduction under Ch VIA as per Provisions of Section 115BAA/115BAB		
	0	
Gross Total Income as per Section 115BAA/115BAB		3179
(ii) Allowed Deductions (which were disallowed under section 115BAA / 115BAB)		
No Deduction exists		
(iii) Allowed Brought Forward Loss (which were disallowed under section 115BAA / 115BAB)		
NA	0	0
3. Gross Total Income (1-2)		3179
Deduction under Chapter VIA		0
Total Income after Adjustments under section 115BAA/115BAB		3179

**Statement of Business losses Brought/Carried Forward**

Assessment Year	Brought Forward	Disallowed as per 115BAA/115BAB	Set off	Carried Forward
2019-2020(22/09/2019)	47724	0	44971	2753
Total	47724	0	44971	2753

**Details of T.D.S. on Non-Salary(26 AS Import Date:20 Jul 2020)**

S.No	Name of the Deductor	Tax deduction A/C No. of the deductor	Total Tax deducted	Amount out of (4) claimed for this year
-	A K S CREDITS LIMITED	DELA12494G	29325	29325
	TOTAL		29325	29325

**Head wise Summary on Income and TDS thereon**

Head	Section	Amount Paid/Credited As per 26AS	As per Computation	Location of Income for Comparison	TDS
Business	194H	586500			29325

**Bank Account Detail**

S. No.	Bank	Address	Account No	MICR NO	IFSC Code	Type
1	HDFC Bank Ltd	Ashoka Park Main New Delhi	50200012743168	110240423	HDFC0004191	Current(Primary)

  
Signature

(Satya Pal Bhandula)

For Castle Rock Advisors Private Limited

CompuTax : 1971 [Castle Rock Advisors Private Limited]



**INDEPENDENT AUDITORS' REPORT**

To  
The Members of K2 Infosolutions Private Limited  
**Report on the audit of the Standalone financial statements**

**Opinion**

We have audited the accompanying Standalone financial statements of **M/s K2 Infosolutions Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020 and the Statement of Profit and Loss for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2013** ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and its loss for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting on key audit matters as per SA 701 are not applicable to the Company since it is an unlisted company.





**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance & conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's responsibility for the Standalone financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.







### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on other legal and regulatory requirements**

The provisions of the **Companies (Auditor's Report) Order, 2016** ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 are not applicable to the Company

As required by Section 143(3) of the Act, we report that:



- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. As per the information and explanations given to us, the company has no branch office. Hence, no requirement to consider report of branch auditor and dealt with it in preparing our report;
- d. The balance sheet, the statement of profit and loss, dealt with by this report are in agreement with the books of account;
- e. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the **Companies (Accounts) Rules, 2014**;
- f. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;





- g. Since the Company's turnover as per latest audited financial statements is less than Rs. 50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide MCA notification dated June 13, 2017; and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There was no amount, required to be transferred, to the Investor Education and Protection Fund by the Company, hence not applicable.

For AVR & Associates  
(Chartered Accountants)  
Firm Reg. No.: 022056N

Anil Varma  
(Partner)  
Membership No: 093374

Place: New Delhi  
Date: 31st July, 2020  
UDIN: 20093374AAAAHJ8553

# K2 Infosolutions Private Limited

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085  
CIN-U72900DL2011PTC226907

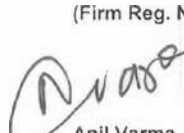
## Balance Sheet as at 31st March, 2020

(Amount in Rs.)

S.No	Descriptions	Note No.	As at March 31, 2020	As at March 31, 2019
I	<b>EQUITIES &amp; LIABILITIES</b>			
(1)	<u>Shareholder's Funds</u>			
	(a) Share Capital	3	8,00,500	8,00,500
	(b) Reserve & Surplus	4	5,18,75,800	5,18,45,946
(2)	Share Application Money Pending Allotment			
(3)	<u>Non Current Liabilities</u>			
	(a) Long Term Borrowings	5		1,18,80,000
	(b) Other Long-Term Liabilities			-
(4)	<u>Current Liabilities</u>			
	(a) Short-Term Borrowings			
	(b) Trade Payables			
	(c) Other Current Liabilities	6	10,000	11,800
	(d) Short Term Provisions	7	3,891	
	<b>Total (1)+(2)+(3)+(4)</b>		<b>5,26,90,191</b>	<b>6,45,38,246</b>
II	<b>ASSETS</b>			
(1)	<u>Non Current Assets</u>			
	(a) Non Current Investments	8	5,13,16,750	5,13,16,750
	(b) Long Term Loans & Advances	9		1,24,54,110
	(c) Other Non-Current Assets	10		6,236
(2)	<u>Current Assets</u>			
	(a) Current Investments			
	(b) Trade Receivables	11	5,67,625	
	(c) Cash & Bank Balances	12	7,75,597	7,27,980
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	13	30,219	33,170
	<b>Total (1)+(2)</b>		<b>5,26,90,191</b>	<b>6,45,38,246</b>
Summary of significant accounting policies		1&2		
The notes are an integral part of the Financial Statements				

This is the Balance Sheet referred to in our report of even date  
Auditor's Report Signed in terms of our Separate Report of Even Date

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 02205671)

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020

## K2 Infosolutions Private Limited

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085

CIN-U72900DL2011PTC226907

### Statement of Profit & Loss for the period ended 31st March, 2020

(Amount in Rs.)

S.No	Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I	<u>Revenue</u>			
	Revenue from Operations	14		
	Other Income	15	5,99,650	
	<b>Total (I)</b>		<b>5,99,650</b>	
II	<u>Administrative Expenses</u>			
	Employee Benefit Expenses	16	1,69,981	
	Other Expenses	17	3,95,924	18,292
	<b>Total (II)</b>		<b>5,65,905</b>	<b>18,292</b>
III	<u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u>		<b>33,745</b>	<b>(18,292)</b>
IV	Exceptional Items			
V	<u>Profit before Extraordinary Items and Tax (III - IV)</u>		<b>33,745</b>	<b>(18,292)</b>
VI	Extraordinary Items			
VII	<u>Profit before Tax (V - VI)</u>		<b>33,745</b>	<b>(18,292)</b>
VIII	Current Tax		3,891	
	<u>Profit (Loss) for the Period (VII - VIII)</u>		<b>29,854</b>	<b>(18,292)</b>
	<u>Earning Per Equity Share</u>			
	Basic		0.37	(0.23)

The notes are an integral part of the Financial Statements

This is the Profit & Loss A/c referred to in our report of even date

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056)

  
Anil Varma  
Partner

Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020

1 **Company Information**

K2 Infosolutions Private Limited ('The Company') is incorporated in India on 1st November, 2011 and its registered office is situated at House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085. The company is carrying on the business of design, develop, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related services.

2 **Significant Accounting Policies**

2.1 **Basis for preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 **Use of Estimates**

The preparation of financial statements is in conformity with general accepted accounting principles which requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Actual results could differ from those estimates.

2.3 **Earnings per share**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period.

2.4 **Recognition of Revenue and Expenses**

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefits will flow to the company. All Expenses are provided on accrual basis unless stated otherwise.

2.5 **Cash and Cash Equivalents**

Cash and cash equivalents comprise cash and cash on deposit with banks.

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020



**Notes to and forming Part of Balance Sheet as at 31st March, 2020**

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2020		As at 31st March 2019	
		No. of Shares	Amount	No. of Shares	Amount
3	<b>Share Capital:</b>				
	Authorised: Equity shares of Rs. 10/- each	85,000	8,50,000	85,000	8,50,000
	Issued, Subscribed and Paid up:				
	Equity Shares at the beginning of Accounting Period	80,050	8,00,500	80,050	8,00,500
	Addition during the year	-	-	-	-
	<b>Equity Shares at the end of Accounting Period</b>	<b>80,050</b>	<b>8,00,500</b>	<b>80,050</b>	<b>8,00,500</b>
3.1	<b>Terms/Rights attached to Equity Shares</b> The company had only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.				
3.2	<b>Shareholders holding more than 5% shares in the company along with number of shares.</b>				
	Name of the Share Holder	As at 31.03.2020		As at 31.03.2019	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,650	17.05	13,650	17.05
	Satya Pal Bhandula	49,265	61.54	49,265	61.54
	Madhu Bhandula	17,135	21.41	17,135	21.41
	<b>Total</b>	<b>80,050</b>	<b>100.00</b>	<b>80,050</b>	<b>100.00</b>

For AVRG & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited



Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553

*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020



(Amount in Rs.)

Note No.	Particulars	As at March 31, 2020	As at March 31, 2019
4	<b>Reserve &amp; Surplus</b>		
	<u>Security Premium Account</u>		
	At the beginning of Accounting Period	5,18,37,000	5,18,37,000
	Addition during the year	-	-
	<b>At the end of Accounting Period</b>	<b>5,18,37,000</b>	<b>5,18,37,000</b>
	<u>Profit &amp; Loss Account</u>		
	At the beginning of Accounting Period	8,946	27,238
	Addition during the year	29,725	(18,292)
	(Balance in statement of Profit & Loss A/c)		
	<b>At the end of Accounting Period</b>	<b>38,671</b>	<b>8,946</b>
	<b>Total</b>	<b>5,18,75,671</b>	<b>5,18,45,946</b>
5	<b>Long Term Borrowings</b>		
	Unsecured Loans Considered Good	-	1,18,80,000
	<b>Total</b>	<b>-</b>	<b>1,18,80,000</b>
6	<b>Other Current Liabilities</b>		
	Expenses Payable	10,000	11,800
	<b>Total</b>	<b>10,000</b>	<b>11,800</b>
7	<b>Short Term Provisions</b>		
	Provision For Income Tax	4,020	-
	<b>Total</b>	<b>4,020</b>	<b>-</b>
8	<b>Non Current Investment</b>		
	<u>In Equity Instruments</u>		
	Others (Unquoted)	5,13,16,750	5,13,16,750
	<b>Total</b>	<b>5,13,16,750</b>	<b>5,13,16,750</b>
9	<b>Long Term Loans and Advances</b>		
	<u>Unsecured considered good</u>		
	Other Loans & Advances	-	1,24,54,110
	<b>Total</b>	<b>-</b>	<b>1,24,54,110</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 023856N)



Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553

Place : New Delhi  
Dated : 31st July, 2020

For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited


*Madhu*  
Madhu Bhandula  
Director  
DIN : 07599092

*Satya Pal Bhandula*  
Satya Pal Bhandula  
Director  
DIN : 05100519

(Amount in Rs.)

10	<b>Other Non Current Assets</b>		
	<u>Misc. Expenses</u> (To the extent not written off or adjusted)		
	Preliminary and Pre Operative Expenses		
	Opening Balance	6,236	12,471
	Addition during the year	-	-
	Less : Written off during the year	6,236	6,235
	<b>Total</b>	<b>-</b>	<b>6,236</b>
11	<b>Trade Receivables</b>		
	Receivables outstanding for more than 6 months	-	-
	Receivables outstanding for less than 6 months	5,67,625	-
	<b>Total</b>	<b>5,67,625</b>	<b>-</b>
12	<b>Cash &amp; Bank Balances</b>		
	<u>Balance With Banks</u>		
	Yes Bank	27,911	43,651
	Cash In Hand	7,47,686	6,84,329
	<b>Total</b>	<b>7,75,597</b>	<b>7,27,980</b>
13	<b>Other Current Assets</b>		
	Income Tax Refund	-	33,170
	TDS Receivable	29,875	-
	OJ Financial Services Limited	344	-
	<b>Total</b>	<b>30,219</b>	<b>33,170</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056M)

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020

**Notes to and forming Part of Statement of Profit & Loss for the year ended 31st March, 2020**

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2020	As at March 31, 2019
14	<b>Revenue from Operation</b>		
	Interest Income	-	-
	Contractual Income	-	-
	<b>Total</b>	-	-
15	<b>Other Income</b>		
	Commission Income	5,97,500	
	Interest on Income Tax Refund	2,150	
	<b>Total</b>	<b>5,99,650</b>	-
16	<b>Employee Benefit Expenses</b>		
	Salary & Wages	1,45,870	
	Staff Welfare	24,111	
	<b>Total</b>	<b>1,69,981</b>	-
17	<b>Other Expenses</b>		
	Audit Fees	10,000	11,800
	Business Promotion Expenses	36,450	
	Bank Charges	-	257
	DP Charges	1,426	-
	Festival Celebration Expenses	35,847	-
	Office Expenses	34,595	-
	Preliminary Expenses Written Off	6,236	6,235
	Printing & Stationery	67,655	-
	Professional Expenses	28,750	-
	Rent Expenses	1,32,625	-
	Repair & Maintenance	30,740	-
	ROC Charges	11,600	-
	<b>Total</b>	<b>3,95,924</b>	<b>18,292</b>

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner

Membership No.: 093374  
UDIN: 20093374AAAAHJ8553

Place : New Delhi  
Dated : 31st July, 2020




For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

<u>Other Disclosures</u>		As at March 31, 2020	As at March 31, 2019
18 (a)	<u>Contingent Liabilities</u>	-	-
18. (b)	<u>Capital Commitments</u>	-	-
18.(c)	<u>Other Commitments</u>	-	-
19	<u>Details of Remuneration to Auditor</u>		
(a)	As Statutory Auditor	10,000	11,800
(b)	For Other Services	-	-
(c)	Out of Pocket Expenses	-	-
20	Expenditure in Foreign Currency	-	-
21	<u>Earning Per Share</u>		
	<b>Particulars</b>	<b>As at 31st March, 2020</b>	<b>As at 31st March, 2019</b>
	Net Profit/(Loss) after tax (in Rs)	29,854	(18,292)
	Weighted Average No. of Equity Shares	80,050	80,050
	Earning Per Share (in Rs)	0.37	(0.23)
	Nominal Value per equity share (in Rs)	10	10
22	<u>Amount due to Micro, Small and medium Enterprises:</u> There are no Micro and Small Scale Business Enterprises to whom the company owes, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.		
23	In the opinion of the management of the company, the current assets and loans & advances have realization value in the ordinary course of business at least equal to the figures stated in the balance sheet and provisions for all the known liabilities have been made.		
24	<u>Segment Reporting</u> As the Company operates in a single business and geographical segment, the reporting requirements for primary and secondary segment disclosures prescribed by Accounting Standard 17 are not applicable.		
25	<u>Related Party Disclosure</u> There are no related party transactions in the company. Hence the company doesn't require any disclosure as prescribed by Accounting Standard 18.		
26	<u>Previous year figures</u> Figures of the previous year have been regrouped /reclassified wherever considered necessary to conform to current year classification.		

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020



**Annexure "A" For Note No. 5**  
**Long Term Borrowings**

Particulars	As at March 31, 2020	As at March 31, 2019
Castle Rock Advisors Private Limited	-	3,80,000
Competent Infoways Private Limited		1,15,00,000
<b>Total</b>	<b>-</b>	<b>1,18,80,000</b>

**Annexure "B" For Note No. 6**  
**Other Current Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Expenses Payable</b>		
Audit Fees Payable	10,000	11,800
<b>Total</b>	<b>10,000</b>	<b>11,800</b>

**Annexure "C" For Note No. 8**  
**Non Current Investment (Unquoted)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Non Current Investment</b>		
Indian Duro Build Private Limited (Current Year 1,25,000 Shares (Previous Year 1,25,000 Shares)	1,25,00,000	1,25,00,000
S E Finvest Private Limited (Current Year 1,09,000 Shares ) (Previous Year 1,09,000 Shares)	1,58,00,000	1,58,00,000
Moon Beverage Limited (Current Year 5,500 Shares ) (Previous Year 5,500 Shares)	25,00,000	25,00,000
HAL Offshore Limited (Current Year 1,81,886 Shares (Previous Year 1,81,886 Shares)	2,05,16,750	2,05,16,750
<b>Total</b>	<b>5,13,16,750</b>	<b>5,13,16,750</b>

**Annexure "D" For Note No. 9**  
**Long Term Loans and Advances**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Long Term Loans and Advances</b>		
Dadhwal Chemical Agencies Private Limited		41,12,335
DRV Capital Advisors Private Limited		15,00,000
Ketan Electricals Private Limited		66,41,775
<b>Total</b>	<b>-</b>	<b>1,24,54,110</b>

**Annexure "E" For Note No. 11**  
**Trade Receivables**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Receivables outstanding for less than 6 months</b>		
AKS Credits Limited	5,67,625	
<b>Total</b>	<b>5,67,625</b>	

For AVR & Associates  
Chartered Accountants  
(Firm Reg. No. 022056N)

  
Anil Varma  
Partner  
Membership No.: 093374  
UDIN: 20093374AAAAHJ8553



For and on Behalf of the Board of Directors  
K2 Infosolutions Private Limited

  
Madhu Bhandula  
Director  
DIN : 07599092

  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 31st July, 2020



Name of Assessee	K2 INFOSOLUTIONS PRIVATE LIMITED		
Address	House No. 181,Block-D, Pocket-17,Sector-3, Rohini,North Delhi,DELHI,110085		
E-Mail	k2infosolutions2011@gmail.com		
Status	Company(Domestic)	Assessment Year	2020-2021
Ward	WARD 14(1), DELHI ()	Year Ended	31.3.2020
PAN	AAECK5245L	Incorporation Date	01/11/2011
Residential Status	Resident		
Particular of Business	Trading		
Nature of Business	OTHER SERVICES-Other services n.e.c.(21008)		
Method of Accounting	Mercantile		
A.O. Code	DEL-W-035-01		
Filing Status	Original		
Bank Name	Yes Bank Ltd, Netaji Subhash Place, Pitampura, New Delhi, A/C NO:018461900000558 ,Type: Current ,IFSC: YESB0000184		
Tele:	Mob:9990172927		

**Computation of Total Income [As per Section 115BAA (Tax @22%)]**

<b>Income from Business or Profession (Chapter IV D)</b>	<b>13303</b>
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Profit as per Profit and Loss a/c	33745
Total	33745

Less:

Income taxable under other sources	2150
	2150
	31595
Brought Forward Business Loss Set off	-18292

<b>Income from Other Sources (Chapter IV F)</b>	<b>2152</b>
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Interest From IT Refund	2152
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<b>Gross Total Income</b>	<b>15455</b>
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<b>Total Income</b>	<b>15455</b>
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Round off u/s 288 A	15460
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MAT Provisions not apply on company due to applicability of section 115BAA

Tax Due @ 22% (Company applicable for Sec 115BAA)	3401
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Surcharge @10%	340
	3741

Health & Education Cess (HEC) @ 4.00%	150
	3891

T.D.S.	29875
	-25984

Refundable (Round off u/s 288B)	25980
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**T.D.S./ T.C.S. From**

Non-Salary(as per Annexure) 29875

Due Date for filing of Return September 30, 2020

Due date extended to 30/11/2020 35/2020/F.No. 370142/23/2020-TPL DT. 24.06.2020

**Comparison of Income if Company does not Opts for Section 115BAA/115BAB (Tax @25%)**

1.Total income as per Section 115BAA/115BAB	15455
2. Adjustments according to section 115BAA/115BAB	
(i) Deduction under Ch VIA as per Provisions of Section 115BAA/115BAB	0
Gross Total Income as per Section 115BAA/115BAB	15455
(ii) Allowed Deductions (which were disallowed under section 115BAA / 115BAB)	
No Deduction exists	
(iii) Allowed Brought Forward Loss (which were disallowed under section 115BAA / 115BAB)	
NA	0
3. Gross Total Income (1-2)	15455
Deduction under Chapter VIA	0
Total Income after Adjustments under section 115BAA/115BAB	15455

**Statement of Business losses Brought/Carried Forward**

Assessment Year	Brought Forward	Disallowed as per 115BAA/115BAB	Set off	Carried Forward
2019-2020(22/09/2019)	18292	0	18292	0
Total	18292	0	18292	0

**Details of T.D.S. on Non-Salary(26 AS Import Date:20 Jul 2020)**

S.No	Name of the Deductor	Tax deduction A/C No. of the deductor	Total Tax deducted	Amount out of (4) claimed for this year
1	A K S CREDITS LIMITED	DELA12494G	29875	29875
	TOTAL		29875	29875

**Head wise Summary on Income and TDS thereon**

Head	Section	Amount Paid/Credited As per 26AS	As per Computation	Location of Income for Comparison	TDS
Business	194H	597500			29875

**Bank Account Detail**

S. No.	Bank	Address	Account No	MICR NO	IFSC Code	Type
1	Yes Bank Ltd	Netaji Subhash Place, Pitampura, New Delhi	018461900000558		YESB0000184	Current(Primary)



(SATYA PAL BHANDULA)

For K2 INFOSOLUTIONS PRIVATE LIMITED

CompuTax : 1981 [K2 INFOSOLUTIONS PRIVATE LIMITED]



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF FORTUNE INDUSTRIAL RESOURCES LIMITED**

**REPORT ON THE AUDIT OF THE STANDALONE Ind AS FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

**1. Opinion**

- A. We have audited the accompanying Standalone Ind AS Financial Statements of **Fortune Industrial Resources Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Ind AS Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

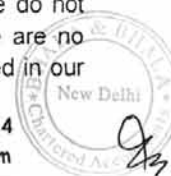
**2. Basis for Opinion**

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matter which is required to be described as key audit matter to be communicated in our report

474-75, Aggarwal Millennium Tower-2, Netaji Subhash Place, Pitampura, Delhi - 110034  
Contact us at : +91-11-47666333, Fax : +91-11-47092805, Website : [www.cabhala.com](http://www.cabhala.com)





**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF FORTUNE INDUSTRIAL RESOURCES LIMITED**

**REPORT ON THE AUDIT OF THE STANDALONE Ind AS FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

**1. Opinion**

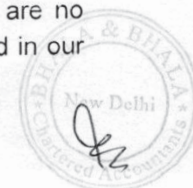
- A. We have audited the accompanying Standalone Ind AS Financial Statements of **Fortune Industrial Resources Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Ind AS Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**2. Basis for Opinion**

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matter which is required to be described as key audit matter to be communicated in our report





#### 4. Other Matter

The comparative financial information of the Company for the year ended 31st March, 2019 and the transition date opening balance sheet as at 1st April, 2018 included in these Standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us/the predecessor auditors, whose audit report for the year ended 31st March, 2018 and 31st March, 2017 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of above matter.

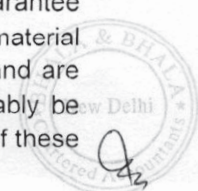
#### 5. Management's Responsibility for the Standalone Ind AS Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### 6. Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

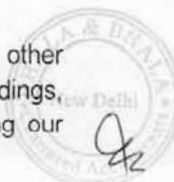
- A. Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these





Standalone Ind AS Financial Statements.

- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - v) Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our





audit.

- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

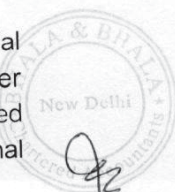
## II. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in term of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. The Comptroller and Auditor General of India has issued the directions and sub directions indicating the areas to be examined in term of Sub-section 5 of Section 143 of the Act, the compliance of which is set out in **Annexure "B"**.

3. As required by Section 143(3) of the Act, based on our audit we report that:

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- D. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- E. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure C"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal



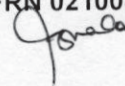


financial controls over financial reporting.

G. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements. (Refer Note No.21)
- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Bhala & Bhala  
Chartered Accountants  
FRN 021008N



Ashish Bhala  
Partner  
M. NO. 508902  
UDIN: 20508902AAAABC6619



PLACE : NEW DELHI  
DATE : July 30, 2020



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

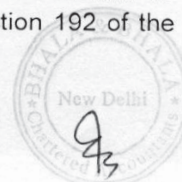
The Annexure "A" referred to in paragraph (II) 2 of our report of even date to the members of **Fortune Industrial Resources Limited** on the Standalone Ind AS Financial Statements for the year ended 31<sup>st</sup> March, 2020.

- i) In respect of Company's Fixed Assets
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) As explained to us, physical verification of fixed assets has been carried out by the Company and no material discrepancies were noticed on such verification. In our opinion the frequency and manner of physical verification is reasonable, having regard to the size of the Company and nature of its business.
  - (c) Title deeds of immovable properties of the company are held in the name of the Company.
- ii) The company is a Non Banking Finance Company, and accordingly does not hold any inventory. Thus, the Companies (Auditor's Report) Order, 2016 is not applicable.
- iii) According to the information and explanations given to us, the Company has, during the year not granted any loans, secured or unsecured to companies, firm, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- iv) According to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of investments.
- v) The Company has not accepted any deposits during the year and therefore, the provision of the clause 3(v) of the Order is not applicable to the Company.
- vi) The Central Government has not prescribed the maintenance of Cost records under sub section (1) of section 148 of the Companies Act 2013 in respect of services rendered by the company. Accordingly, Clause 3(vi) of the Order is not applicable to the company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax (GST), Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There is no undisputed amount payable in respect of Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax (GST), Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for the period of more than six months from the date they become payable except the below



Name of the Statute	Nature of Dues	Period	Demand in Dispute	Amount Deposited	Pending at
Income Tax Act, 1961	Income tax	AY 2011-12	Rs 4,88,38,700	41,57,686	CIT(A)-XXVI, New Delhi

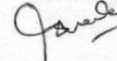
- (c) According to the records and information and explanation given to us and the records examined by us of the Company, there were no dues in respect of Sales Tax, Service Tax, Goods & Service Tax (GST), Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues which have not been deposited on account of disputes.
- viii) The Company has not taken any term loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix) The Company has not raised moneys by way of initial public offer or further public offer (Including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x) Based upon the audit procedures performed and to the best of our knowledge and according to the information and explanations given to us by the management, we report that no fraud by the Company or no material fraud on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi) In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration in accordance with the provisions of section 197 read with Schedule V of the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 177 and 188 of the Companies Act, 2013 wherever applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non- cash transactions with its Directors or persons connected to its directors and provisions of section 192 of the Companies Act, 2013 are applicable to the Company.





- xvi) The Company is registered under section 45-1A of the Reserve Bank of India Act, 1934 .

For Bhala & Bhala  
Chartered Accountants  
FRN 021008N



Ashish Bhala  
Partner

M. NO. 508902

UDIN: 20508902AAAABC6619

PLACE : NEW DELHI  
DATE : July 30, 2020



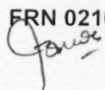
## ANNEXURE "B"

(Referred to in Para 2 under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date to The Members of Fortune Industrial Enterprises Limited on the standalone financial statements for the year ended 31<sup>st</sup> March 2020)

S. No.	Questionnaire	Replies
1	Whether the company has applied for registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934), and  whether it has received any communication from Reserve Bank of India about the grant of or refusal of certificate of registration to it, And  whether the company has obtained a certificate of registration from the Reserve Bank of India if it is a company incorporated on or after January 9, 1997	As per the information and explanation given to us and relied upon by us, the company has been of registered as a Non – Banking Financial Company under the provisions of the Reserve Bank of India Act, 1934 and has obtained a certificate of registration No. B14 – 01702 dated April 28, 2000 from the Reserve Bank of India in terms of Section 45IA.
2	Whether the Board of Directors has passed a resolution for the non acceptance of any public deposits.	As per the information and explanation given to us and relied upon by us, the board of directors of the company has passed a resolution for non-acceptance of public deposits.
3	Whether the company has accepted any public deposits during the relevant period/year	As per the information and explanation given to us and relied upon by us, the company has not accepted any deposits from the public during the FY 2019-20.
4	Whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it.	As per the information and explanation given to us and relied upon by us, the company has complied with the provisions of prudential norms relating to the income recognition, assets classification, accounting standards and provisioning for bad and doubtful debts, to the extent applicable, during the FY ended March 31, 2020

The other matters stated in paragraph 3 of the directions are not applicable in the case of the company.

For Bhala & Bhala  
Chartered Accountants  
FRN 021008N

  
Ashish Bhala  
Partner  
M. NO. 508902  
UDIN: 20508902AAAABC6619



PLACE : NEW DELHI  
DATE : July 30, 2020



**ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE Ind AS FINANCIAL STATEMENTS OF FORTUNE INDUSTRIAL RESOURCES LIMITED**

(Referred to in paragraph (II 1F) under 'Report on other Legal and Regulatory Requirements' of our report of even date)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of **Fortune Industrial Resources Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to Obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



## **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

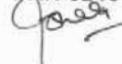
## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

For Bhala & Bhala  
Chartered Accountants  
FRN 021008N



Ashish Bhala  
Partner

M. NO. 508902

UDIN: 20508902AAAABC6619

PLACE: NEW DELHI  
DATE: July 30, 2020





# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Balance Sheet as at March 31, 2020

Particulars		Amount (in Lacs)		
	Note No	As at March 31, 2020	As at March 31, 2019	As at April 01,2018
<b>ASSETS</b>				
<b>1) Financial Assets</b>				
(a) Cash and cash equivalents	3	0.41	9.50	55.14
(b) Trade Receivables	4	200.00	200.00	200.00
(c) Loans	5	215.00	215.00	219.21
(d) Investments	6	4,078.36	4,073.89	3,678.32
(e) Other financial assets	7	24.12	2.04	0.24
<b>2) Non Financial Assets</b>				
(a) Current Tax Asset (Net)	8	-	2.39	0.84
(b) Deferred Tax Asset (Net)		-	-	-
(c) Investment Property	9	6.48	6.48	6.48
(d) Other Non financial assets	10	41.58	41.58	41.58
<b>Total Assets</b>		<b>4,565.95</b>	<b>4,550.88</b>	<b>4,201.81</b>
<b>Liabilities</b>				
<b>1) Financial Liabilities</b>				
<b>(a)Trade Payables</b>				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	0.34
(b )Other Financial Liabilities	11	422.37	396.50	359.21
<b>2) Non Financial Liabilities</b>				
(a) Current Tax Liability (Net)	8	3.51	-	-
(b)Deferred Tax Liability	12	1,018.29	1,016.60	901.65
(c)Other Non Financial Liabilities	13	1.87	0.18	113.36
<b>Total Liabilities</b>		<b>1,446.03</b>	<b>1,413.28</b>	<b>1,374.56</b>
<b>Equity</b>				
Equity Share Capital	14	100.00	100.00	100.00
Other Equity	15	3,019.92	3,037.60	2,727.25
<b>Total Equity</b>		<b>3,119.92</b>	<b>3,137.60</b>	<b>2,827.25</b>
<b>Total Liabilities and Equity</b>		<b>4,565.95</b>	<b>4,550.88</b>	<b>4,201.81</b>

Summary of significant accounting policies (1-2)

The accompanying notes are an integral part of the financial statements (21-35)

As per our report of even date

For Bhala & Bhala,  
Chartered Accountants

Firm Registration Number : 021008N

*[Signature]*

Ashish Bhala  
(Partner)

M.No : 508902



Place : Delhi

Date : 30.07.2020

UDIN: 20508902 AAAA BC6619

For and on Behalf of the Board  
For Fortune Industrial Resources Limited

*[Signature]*

Nishant Goyal  
(Whole Time Director)

DIN : 08153024

*[Signature]*

Bharti  
(Company Secretary)

M.No.A34492

*[Signature]*



Vicky Kumari  
(Director)

DIN: 08248214

*[Signature]*

Umesh Kumar Gupta  
(CFO)

*[Signature]*

# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note no.	Amount (in Lacs)	
		For the period March 31, 2020	For the period March 31, 2019
I Revenue from operations			
Interest Income	16	22.21	26.95
Rental Income		-	1.80
Net Gain arising on Investments designated as at FVTPL		7.30	4.34
Total		29.51	33.09
II Other Income	17	0.15	-
III Total Income (I +II)		29.66	33.09
IV Expenses			
Employee benefit expense	18	5.11	9.00
Other expense	19	6.76	13.27
Finance Cost	20	26.14	24.43
Loss on sale of mutual fund		2.83	-
Total expenses (IV)		40.84	46.70
V Profit/ (loss) before exceptional items and tax (III-IV)		-11.18	-13.61
VI Exceptional items		-	-
VII Profit/ (loss) before tax (V-VI)		-11.18	-13.61
VIII Tax expense			
a) Current Tax		5.73	1.15
b) Deferred Tax		1.69	1.64
IX Profit/ (loss) for the period (VII-VIII)		-18.60	-16.40
X Other Comprehensive Income/(Loss)			
(i) Items that will not be reclassified to profit or loss			
(a) Equity instruments through other comprehensive income		-	440.06
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-113.32
XI Total comprehensive income for the period (X+XI)		-18.60	310.35
XII Earnings per share	25		
a) Basic		-1.86	-1.64
b) Diluted		-1.86	-1.64
Summary of significant accounting policies	(1-2)		
The accompanying notes are an integral part of the financial statements	(21-35)		

As per our report of even date  
For Bhala & Bhala,  
Chartered Accountants  
Firm Registration Number : 021008N

Ashish Bhala  
(Partner)  
M.No : 508902

Place : Delhi  
Date : 30.07.2020

UDIN: 2050 8902 AAAABC 6619

For and on Behalf of the Board  
For Fortune Industrial Resources Limited

Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Bharti  
(Company Secretary)  
M No.A34492

Vicky Kumar  
(Director)  
DIN:08248219

Umesh Kumar Gupta  
(CFO)



# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Standalone Cash Flow Statement for the year ended March 31, 2020

Particular	Amount (in Lacs)	
	Year ended March 31, 2020	Year ended March 31, 2019
<b>Cash flows from Operating Activities</b>		
Profit Before Tax	-11.18	-13.61
Adjustments for:		
Net Loss/(gain) arising on investments measured at FVTPL	-7.30	-4.34
Loss/(gain) on sale of mutual fund	2.83	-
<b>Operating Profit before working capital changes</b>	<b>-15.66</b>	<b>-17.95</b>
<b>Changes in Working Capital:</b>		
Adjustments for (increase)/decrease in operating assets		
Loans	-	4.21
Other financial assets	-22.08	-1.80
Other current asset & non current assets	-	-
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	-	-0.34
Other current liabilities	25.87	37.29
Other non-financial liabilities	1.69	-113.18
<b>Cash generated from operations</b>	<b>(10.18)</b>	<b>(91.78)</b>
Income tax paid	1.09	-2.70
<b>Net cash flow from Operating Activities (A)</b>	<b>-9.09</b>	<b>-94.47</b>
<b>Cash flows from Investing Activities</b>		
Proceeds from sale of Investments	-	48.83
Interest received	-	-
<b>Net cash flow from / (used in) Investing Activities (B)</b>	<b>-</b>	<b>48.83</b>
<b>Cash flows from Financing Activities</b>		
Repayments of other than short term borrowings	-	-
Increase/(decrease) in short term borrowings	-	-
<b>Net cash flow from/(used in) Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>-9.09</b>	<b>-45.64</b>
Cash and Cash equivalents at the beginning of year	9.50	55.14
Cash and Cash equivalents at the end of the year	0.41	9.50

Summary of significant accounting policies

(1-2)

The accompanying notes are an integral part of the financial statements

(21-35)

As per our report of even date

For Bhala & Bhala,  
Chartered Accountants

Firm Registration Number : 021008N

Ashish Bhala  
(Partner)  
M.No : 508902



Place : Delhi

Date : 30.07.2020

U DIN: 20SD8902AAAAABC6619

For and on Behalf of the Board  
For Fortune Industrial Resources Limited

Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Bharti  
(Company Secretary)  
M.No.A34492

Vicky Kumari  
(Director)  
DIN:08248219

Umesh Kumar Gupta  
(CFO)



**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Statement of Changes in Equity for the year ended March 31, 2020

**A. Equity Share Capital**

Particulars	No. of Shares	Amount (in Lacs)
Balance as at April 01, 2018	10,00,000	100.00
Changes in Share Capital during the year	-	-
Balance as at March 31, 2019	10,00,000	100.00
Changes in Share Capital during the year	-	-
Balance as at March 31, 2020	10,00,000	100.00

**B. Other Equity**

Particulars	Reserve and Surplus				Items of Other Comprehensive Income	Equity Component of	Total
	Special Reserve Fund	Securities Premium	Contingent Provision against Standard Assets	Retained Earnings	Equity instruments	Redeemable Preference Share Capital (Net of Deferred Tax)	
Balance as at April 01, 2018	37.18	404.55	0.55	2,280.43	-	4.55	2,727.25
Transfer to Special Reserve fund	0.66	-	-	-0.66	-	-	-
Transfer to Standard Asset Reserve	-	-	-0.01	0.01	-	-	-
Profit for the year	-	-	-	-16.40	-	-	-16.40
Fair value of equity instruments	-	-	-	-	440.06	-	440.06
Income Tax relating to above item	-	-	-	-	-113.32	-	-113.32
Balance as at March 31, 2019	37.84	404.55	0.54	2,263.38	326.75	4.55	3,037.60
Transfer to Special Reserve Fund	-	-	-	-	-	-	-
Reversal of excess income tax provision	-	-	-	0.92	-	-	0.92
Profit for the year	-	-	-	-18.60	-	-	-18.60
Other adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2020	37.84	404.55	0.54	2,245.71	326.75	4.55	3,019.92

Summary of significant accounting policies

(1-2)

The accompanying notes are an integral part of the financial statements

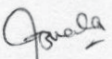
(21-35)

As per our report of even date

For Bhala &amp; Bhala,

Chartered Accountants

Firm Registration Number : 021008N



Ashish Bhala  
(Partner)


M.No :508902



For and on Behalf of the Board

For Fortune Industrial Resources Limited

  
Vishant Goyal  
(Whole Time Director)  
DIN : 08153024

  
Bharti  
(Company Secretary)  
M No.A34492

  
Vicky Kumar  
(Director)  
DIN:08248219

  
Anesh Kumar Gupta  
(CFO)

Place : Delhi

Date :30.07.2020

UDIN: 20508902AAAABC 6619



## Details relating to Preference Share Capital

Amount (in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Authorised</b>			
1,00,000 Preference Shares of Rs 10/-each.	10.00	10.00	10.00
<b>Issued, Subscribed &amp; Fully Paid up</b>			
1,00,000 Preference Shares of Rs 10/-each.	10.00	10.00	10.00
<b>Total</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>

## (a) Reconciliation of shares outstanding at the beginning and at end of the year:

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
Opening Balance	1,00,000	10.00	1,00,000	10.00	1,00,000	10.00
Add:- Addition during the Year	-	-	-	-	-	-
Less:- Deletion during the Year	-	-	-	-	-	-
<b>Closing Balance</b>	<b>1,00,000</b>	<b>10.00</b>	<b>1,00,000</b>	<b>10.00</b>	<b>1,00,000</b>	<b>10.00</b>

## (b) Terms/rights attached to Preference shares

- i) The Issue of 100000, Non-Convertible Redeemable Preference Shares (NCRPS) of Rs 10/- each at premium of Rs 890/- each has been made on March 31, 2011.
- ii) The NCRPS shall confer the same voting rights as Ordinary Shares of the Company.
- iii) NCRPS are not entitled to participate in any distributions declared in respect of Ordinary Shares.
- iv) NCRPS rank in priority to Ordinary Shares of the Company in the event of the winding of the Company but behind any creditors of the Company
- v) NCRPS do not carry any interest rate
- vi) NCRPS shall not be convertible into equity shares
- vii) NCRPS will be unlisted securities and are freely transferable by private treaty.
- viii) NCRPS shall be redeemable at the the end of 20 years from the date of issue .

## (c) Details of Shareholders holding more than 5% Preference shares in the company

Name of Shareholder	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No. of Pref Shares	Percentage Holding	No. of Pref Shares	Percentage Holding	No. of Pref Shares	Percentage Holding
M/s Maksad Buidcon Private Limited Business	55,556	55.56%	55,556	55.56%	55,556	55.56%
M/s Maksad Infracon Private Limited Business	44,444	44.44%	44,444	44.44%	44,444	44.44%
	<b>1,00,000</b>	<b>100.00%</b>	<b>1,00,000</b>	<b>100.00%</b>	<b>1,00,000</b>	<b>100.00%</b>



**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Notes to Financial Statements for the year ended March 31, 2020

**Note 3 : Cash and Cash Equivalents**

Particulars	Amount (in Lacs)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Cash on hand	0.08	0.66	0.92
Balances with banks - current account	0.33	8.84	54.21
<b>Total</b>	<b>0.41</b>	<b>9.50</b>	<b>55.14</b>

**Note 4 : Trade Receivables**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade Receivables			
Receivables considered good - Secured;	-	-	-
Receivables considered good - Unsecured	200.00	200.00	200.00
Receivables which have significant increase in Credit Risk	-	-	-
Receivables - credit Impaired	-	-	-
Less : Allowance for impairment loss	-	-	-
<b>Total</b>	<b>200.00</b>	<b>200.00</b>	<b>200.00</b>

**Note 5 : Loans**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Loans Repayable on Demand (at amortised cost)			
Aarey Organic Industries Pvt. Ltd.	180.00	180.00	219.21
Aditri Chemicals & Minerals Pvt. Ltd.	35.00	35.00	-
Less: Impairment loss allowance	-	-	-
<b>Total</b>	<b>215.00</b>	<b>215.00</b>	<b>219.21</b>

**Note 6: - Investments**

Particulars	Unit { 2020 } [2019] {2018}	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Unquoted Investments in Fully paid up equity shares In Others (at FVTOCI)				
HAL Offshore Limited	{22600} [22600] (22,600)	643.41	643.41	423.58
Moon Beverages Limited	{527198} [527198] (5,27,198)	3,245.34	3,245.34	3,025.21
PNR System P Ltd.	{195000} [195000] (1,95,000)	-	-	-
Saptrishi Finance Limited	{809120} [809120] (6,43,900)	93.75	93.75	74.48
Gemini Buildtech Private Limited	{-} [-] (68,000)	-	-	68.00
<b>Total of Unquoted Investments (A)</b>		<b>3,982.50</b>	<b>3,982.50</b>	<b>3,591.27</b>
Quoted Investments in Mutual Fund (at FVTPL)				
Nippon India Strategic Debt Fund-Growth Plan	{253779.53} [-] [-]	95.87	-	-
Reliance Mutual Fund	{-} [621545.244] (621545.244)	-	91.39	87.05
<b>Total of Quoted Investments (B)</b>		<b>95.87</b>	<b>91.39</b>	<b>87.05</b>
<b>Total(A+B)</b>		<b>4,078.36</b>	<b>4,073.89</b>	<b>3,678.32</b>

**Note 7 : Other Financial Assets**

Particulars	Amount (in Lacs)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Rent Receivable	2.04	2.04	0.24
Interest Receivable	22.08	-	-
<b>Total</b>	<b>24.12</b>	<b>2.04</b>	<b>0.24</b>

**Note 8 : Current Tax Liability/(Assets) (Net)**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Income Tax	5.73	2.30	1.15
Less : Advance Tax/ TDS/ TCS	2.22	4.69	1.99
<b>Total</b>	<b>3.51</b>	<b>-2.39</b>	<b>-0.84</b>

**Note 9 : Investment Property**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Flat in Delhi			
Opening Balance	6.48	6.48	6.48
Addition	-	-	-
Disposals	-	-	-
Other adjustments	-	-	-
Depreciation during the year	-	-	-
Impairment Loss/ other reversals	-	-	-
Closing Balance	6.48	6.48	6.48
<b>Total</b>	<b>6.48</b>	<b>6.48</b>	<b>6.48</b>

**Note 10 : Other Non Financial Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Income Tax Paid against Appeal AY 2011-12	41.58	41.58	41.58
<b>Total</b>	<b>41.58</b>	<b>41.58</b>	<b>41.58</b>

**Note 11: Other Financial Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance received	13.50	13.50	-
Liability Component of Redeemable Preference Share Capital	399.61	373.47	349.04
Liability for Expenses	9.26	9.53	10.18
<b>Total</b>	<b>422.37</b>	<b>396.50</b>	<b>359.21</b>

**Note 12: Deferred Tax Liability**

Significant components of deferred tax liabilities (net) as at March 31, 2020 are as follows:

Particulars	Opening Balance (As at April 01, 2019)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at March 31, 2020)
Deferred tax (assets) in relation to: origination and reversal of temporary differences	2.08	0.73	-	2.82
	2.08	0.73	-	2.82
Deferred tax (liabilities) in relation to: Liability Component of Preference Share Capital	141.87	-	-	141.87
Fair value of investments	876.29	1.90	-	878.19
origination and reversal of temporary differences	0.52	0.53	-	1.05
	1,018.68	2.42	-	1,021.10
<b>Deferred Tax Liabilities (net)</b>	<b>1,016.60</b>	<b>1.69</b>	<b>-</b>	<b>1,018.29</b>



Significant components of deferred tax liabilities (net) as at March 31, 2019 are as follows:

Particulars	Amount (in Lacs)			
	Opening Balance (As at April 01, 2018)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at March 31, 2019)
Deferred tax (assets) in relation to: origination and reversal of temporary differences	2.08	-	-	2.08
	2.08	-	-	2.08
Deferred tax (liabilities) in relation to: Liability Component of Preference Share Capital	141.87	-	-	141.87
Fair value of investments	761.85	1.12	113.32	876.29
origination and reversal of temporary differences		0.52	-	0.52
	903.73	1.64	113.32	1,018.68
Deferred Tax Liabilities (net)	901.65	1.64	113.32	1,016.60

**Note 13 : Other Non Financial Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Statutory Liabilities	0.13	0.18	0.46
Other payables	1.74	-	112.90
<b>Total</b>	<b>1.87</b>	<b>0.18</b>	<b>113.36</b>

**Note 14: Equity Share Capital**

	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised	29,00,000	290.00	29,00,000	290.00	29,00,000	290.00
Equity shares of Rs. 10 each	29,00,000	290.00	29,00,000	290.00	29,00,000	290.00

**Issued, subscribed and fully paid-up**

Equity shares of Rs. 10 each	10,00,000	100.00	10,00,000	100.00	10,00,000	100.00
	10,00,000	100.00	10,00,000	100.00	10,00,000	100.00

**(a) Reconciliation of number of shares**

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity Shares						
At the beginning of the year	10,00,000	100	10,00,000	100	10,00,000	100
Changes during the year	-	-	-	-	-	-
At the end of the year	10,00,000	100	10,00,000	100	10,00,000	100

**(b) Rights, preferences and restrictions attached to shares**

**Equity Shares**

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. The dividend, if any 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.

**c) Detail of Equity shareholders holding more than 5% shares in the Company**

Name of share holders	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	Numbers	% of holding	Numbers	% of holding	Numbers	% of holding
Mr. Sanjeev Agarwal	4,20,500	42.05%	4,20,500	42.05%	4,20,500	42.05%
Mrs. Prabha Agarwal	1,00,000	10.00%	1,00,000	10.00%	1,00,000	10.00%
Mrs. Deepti Agarwal	95,800	9.58%	95,800	9.58%	95,800	9.58%
Mr. Mukesh Agarwal	69,200	6.92%	69,200	6.92%	69,200	6.92%



Particulars	Amount (in Lacs)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Note 15: Other Equity</b>			
<b>Securities Premium</b>			
Opening balance	404.55	404.55	890.00
Less: Ind AS Adjustments (Net of deferred tax)	-	-	485.45
Closing balance	<u>404.55</u>	<u>404.55</u>	<u>404.55</u>
<b>Special Reserve Fund</b>			
Opening balance	37.84	37.18	36.52
Add: Created during the year	-	0.66	0.66
Less: Utilised during the year	-	-	-
Closing balance	<u>37.84</u>	<u>37.84</u>	<u>37.18</u>
<b>Contingent Provision against standard assets</b>	<u>0.54</u>	<u>0.54</u>	<u>0.55</u>
<b>Retained Earnings</b>			
Opening balance	2,263.38	2,280.43	87.54
Add: Profit for the year transferred from the Statement of Profit and Loss	-18.60	-16.40	3.30
Less: Transfer to Special Reserve Fund	-	0.66	0.66
Less : Transfer to Standard Assets Reserve	-	0.01	0.55
Add: Reversal of excess provision made for I.Tax & previous years I.Tax	0.92	-	-
Refund Received	-	-	2,190.80
Add: Ind AS adjustment	-	-	-
Closing Balance	<u>2,245.71</u>	<u>2,263.38</u>	<u>2,280.43</u>
<b>Other Comprehensive Income</b>			
Opening Balance	326.75	-	-
Add : Equity Instruments through Other Comprehensive Income	-	440.06	-
Less : Income tax related to OCI	-	-113.32	-
Closing Balance	<u>326.75</u>	<u>326.75</u>	<u>-</u>
<b>Equity Component of Redeemable Preference Share Capital (net of Deferred Tax)</b>	<u>4.55</u>	<u>4.55</u>	<u>4.55</u>
<b>Total Other Equity</b>	<u><u>3019.92</u></u>	<u><u>3037.60</u></u>	<u><u>2727.25</u></u>

#### Nature and purpose of reserves

##### (a) Securities Premium

Securities premium represents amount of premium received on issue of Preference Share Capital net of expense incurred on issue of shares. This amount is utilised in accordance with the provisions of the Companies Act, 2013.

##### (b) Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934

Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934 represents transfer from retained earnings @ 20 % of net profit after tax for the year as disclosed in profit and loss account and before any dividend is declared.

##### (c) Contingent Provision against standard assets

Provision for Standard Assets is created at 0.25 percent of the outstanding risk weighted assets, which shall not be reckoned for arriving at net NPAs. These are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses.

##### (d) Retained earnings

Retained earnings represent profits and items of Statement of profit & loss recognised directly in retained earnings earned by the Company less dividend distributions and transfer to and from other reserves.

##### (e) Other Comprehensive Income

The Company elected to recognise changes in the fair value of certain investment in equity instruments through other comprehensive income. This reserve represents cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. When the asset is derecognized, amounts in the reserve are subsequently transferred to retained earnings and not to standalone statement of profit and loss. Dividends on such investments are recognized as profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

##### (f) Equity Component of Redeemable Preference Share Capital

It represents the Equity part of Redeemable Preference Share Capital net of deferred Tax impact.

**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Notes to Financial Statements for the year ended March 31, 2020

**Note 16:Interest Income**

<u>Particulars</u>	Amount (in Lacs)	
	Year Ended March 31,2020	Year Ended March 31,2019
Interest on Loans	22.21	26.95
	<b>22.21</b>	<b>26.95</b>

**Note 17:Other Income**

<u>Particulars</u>	Year Ended March 31,2020	Year Ended March 31,2019
Interest on Income Tax Refund	0.15	-
	<b>0.15</b>	<b>-</b>

**Note 18: Employee Benefit Expenses**

<u>Particulars</u>	Year Ended March 31,2020	Year Ended March 31,2019
Salaries & Wages	5.11	9.00
	<b>5.11</b>	<b>9.00</b>

**Note 19: Other Expenses**

<u>Particulars</u>	Year Ended March 31,2020	Year Ended March 31,2019
Audit Fees	1.18	0.30
Cost of Advertising	0.29	0.44
Bank Charges	0.01	0.01
Conveyance Expenses	0.47	1.57
Fee & Taxes	0.93	2.52
Legal & Professional Charges	2.62	6.99
Office Rent & Maintenance	0.60	0.54
Postage & Telegram	-	0.00
Printing & Stationary	0.11	0.16
Internet & Domain Expenses	0.05	0.06
Director Sitting Fees	0.50	0.70
	<b>6.76</b>	<b>13.27</b>

**Note 20: Finance Cost**

<u>Particulars</u>	Year Ended March 31,2020	Year Ended March 31,2019
Liability Component of Redeemable Preference Share Capital	26.14	24.43
	<b>26.14</b>	<b>24.43</b>



# FORTUNE INDUSTRIAL RESOURCES LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2020

## Summary of Significant Accounting Policies

### Background

#### 1 Corporate Information

The Fortune Industrial Resources Limited is Public Company incorporated under Companies Act, 1956 on 28th day of May 1986 having its registered office at 25 Bazar Lane, Bengali Market, New Delhi -110001. The company is engaged in the business of Non-Banking Financial Activity (NBFC Activity) and is registered under Sec 45IA of the Reserve Bank of India Act 1934 vide its registration no B14.01702.

#### 2 Statement of Significant Accounting Policies

##### 2.1 Compliance with Indian Accounting Standard

The Standalone Ind AS financial statements ("financial statements") comprising of Balance Sheet, Statement of Profit & Loss, Statement of change in equity and Cash Flow Statement together with notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act. For all periods upto and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with the requirements of Indian GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These financial statements for the year ended March 31, 2020 are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 01, 2018. Refer note 2.4 for the details of the first-time adoption exemptions availed by the Company. All amounts disclosed in the financial statements and notes are as per the requirement of Schedule III, unless otherwise stated.

##### 2.2 Basis of preparation and presentation

The Financial Statements have been prepared on a historical cost convention on accrual basis, except for certain financial instruments that are measured at Fair Value

- . Derivative financial instruments
- . Defined benefit plans
- . Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

### Summary of significant accounting policies

#### a) Classification of current and non-current assets

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- . Expected to be realised or intended to sold or consumed in normal operating cycle
- . Held primarily for the purpose of trading
- . Expected to be realised within twelve months after the reporting period, or
- . Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- . It is expected to be settled in normal operating cycle
- . It is held primarily for the purpose of trading
- . It is due to be settled within twelve months after the reporting period, or
- . There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities, as applicable.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.



**b) Fair Value Measurement**

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change

Management uses valuation techniques in measuring the fair value of financial instrument where active market codes are not available. Details of assumption used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques management makes maximum use of market inputs and uses estimates and assumptions that are, as fast as possible, consistent with observable data that market participant would use in pricing the instrument where application data is not observable, management uses its best estimate about the assumption that market participant would make. These estimates may vary from actual prices that would be achieved in an arm's length transaction at the reporting date.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**c) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, taking into account contractually defined terms of payment, excluding taxes or duties collected on behalf of the Government. It comprises Interest Income on advances given.

**Dividend Income**

Revenue is recognised when the entity's right to receive the payment is established, which is generally when shareholders approve the dividend.

**Interest Income**

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the entity estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.



d) **Taxes**

Income tax expense comprises current tax expense and net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**Current Income Tax**

Tax on income for the current period is determined on the basis of estimated taxable income and tax credit computed in accordance with the provisions of the Income Tax Act, 1961.

**Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Income tax expenses comprises current tax expense and net change in the deferred tax asset and liability during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred taxes are recognised in other comprehensive income or directly in equity, respectively.

e) **Property, plant and equipment**

On transition to Ind AS, the entity has elected to continue with the carrying value of all of the tangible assets recognised as at 1 April 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of tangible assets.

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the

asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation on all fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) method. Depreciation is provided based on useful life of the assets as prescribed in schedule II to the Companies Act, 2013

f) **Provisions, contingent liability and contingent assets**

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that the entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.



g) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) **Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.
- Investment in equity of subsidiaries, joint ventures and associates are accounted and carried at cost less impairment in accordance with Ind AS 27.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) **Initial Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(iii) **Subsequent Measurement**

**Debt instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow

characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. At present no financial assets fulfill this condition.
- **Fair value through profit or loss(FVTPL):** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in the Statement of Profit and Loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**Equity instruments**

All equity investments in scope of Ind AS 109, are measured at fair value. At Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss, even on sale of investment. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/ (losses) in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.



## De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

## Impairment of Financial Assets

For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

## Impairment of Non-Financial Assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite-life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized. An impairment loss recognized for goodwill is not reversed in subsequent periods.

## Investment Property

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., April 1, 2018.

## Trade Receivables

These amounts represent amount receivable against sale of shares. The amounts are unsecured and are usually paid within the operating cycle of the business. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**h) Financial Liabilities**

**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement**

**Financial liabilities at amortized cost**

After initial measurement, such financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss.

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the operating cycle of the business. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**i) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**j) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments

**k) Investments in Subsidiaries, joint Ventures, Associates & other Group Companies**

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from its involvement with the investee and
- (c) the ability to use its power over the investee to affect the amount of the investor's returns.



An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

Investment carried at cost will be tested for impairment as per Ind AS 36.

**l) Earnings per Share**

**Basic earnings per share**

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**m) Provisions**

A provision is recognized when the Company has a present obligation (Legal or Constructive) as a result of past events, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**n) Events after Reporting date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**2.4 First time adoption of Ind AS**

The Company had prepared its financial statements in accordance with the Accounting Standards (AS) notified under section 133 of the Companies Act, 2013 (Previous GAAP) for and including the year ended March 31, 2019. The Company has prepared its first Ind AS (Indian Accounting Standards) compliant Financial Statements for the year ended March 31, 2020 with restated comparative figures for the year ended March 31, 2019 in compliance with Ind AS. Accordingly, the Opening Balance Sheet, in line with Ind AS transitional provisions, has been prepared as at April 01, 2018, the date of Company's transition to Ind AS. The principal adjustments made by the Company in restating its Previous GAAP financial statements as at and for the Financial year ended March 31, 2019 and the balance sheet as at April 01, 2018 are as mentioned below:

**A Optional Exemptions from retrospective application**

Ind AS 101 on First Time Adoption of Ind AS allows first-time adopters certain voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions

- I** There is no change in the functional currency of the Company and accordingly, it has elected to continue with the carrying values for all of its investment property, property plant & equipment intangible assets as recognised in its Previous GAAP financial statements as the deemed cost at the transition date.

**Mandatory Exceptions from retrospective application**

- I** On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.
- II** The classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

# FORTUNE INDUSTRIAL RESOURCES LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2020

## 21 Contingent Liabilities in respect of:

Claim against the Company not acknowledge as debts :

Particulars	Amount (In Lacs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
In respect of Income tax matters under appeals against Income Tax Demand	41.58	41.58

The Company has deposited income tax in protest for Rs. 41,57,686/- for AY 2011-12. The learned CIT Appeal has already decided in favour of assessee and the department has filed an appeal with ITAT against the order of learned CIT. The ITAT appeal at present is under hearing.

## 22 Disclosures as per Ind AS 12-Income Taxes

### (a)

Income Tax recognised in Statement of Profit & Loss

#### i. Current Tax expense in relation to:

	As at March 31, 2020	As at March 31, 2019
Current year	5.73	1.15
Adjustment of earlier years	-	-
<b>Total Current Tax Expense (A)</b>	<b>5.73</b>	<b>1.15</b>
Deferred Tax Expense		
Origination and reversal of temporary differences	1.69	1.64
<b>Total Deferred Tax Expense(B)</b>	<b>1.69</b>	<b>1.64</b>
<b>Total Income Tax Expense(A+B)</b>	<b>7.42</b>	<b>2.79</b>

### (b) Reconciliation of tax expense and the accounting profit

	As at March 31, 2020	As at March 31, 2019
Accounting profit before income tax (A)	-11.18	-13.61
Income tax rate applicable (B)	26.00%	25.75%
<b>Income tax expense (A*B)</b>	<b>-2.91</b>	<b>-3.51</b>

Tax effects of the Items that are not deductible (taxable) while calculating taxable Income :

Others- STCG on sale of Mutual Fund	3.53	-
Others- Finance Cost on Liability component of Redeemable Preference Share	6.80	6.29
<b>Total tax expenses in the Standalone Statement of Profit and Loss</b>	<b>7.42</b>	<b>2.79</b>

c) Applicable tax rate has increased from 25.75% to 26% in the current financial year due to increase in Education cess rate from 3% to 4%

d) The Company has recognised Deferred Tax Liability on amount of Preference Share Capital & Fair Value of Investments. Suitable adjustment has also been made on the transition date and in the comparative results. Movement in Deferred Tax has been shown under Note no. 12

## 23 Related Parties Disclosures

### a) Name of Related Parties and description of relationships

#### i) Key Managerial Personnel

#### Designation

Sh. Sanjeev Agarwal	Director
Sh. Pankaj Gupta	Director
Ms. Vicky Kumari	Director
Ms. Puja Sharma	Director (till 15-10-2018)
Mr. Nishant Goyal	Whole Time Director
Ms. Bharti	Company Secretary
Mr. Deepak kumar Jha	Company Secretary
Mr. Umesh Kumar Gupta	CFO

#### ii) Enterprises over which KMP exercise significant influence

Moon Beverages Limited  
Saptrishi Finance Limited  
PNR Systems Private Limited

### b) Transactions with related parties

#### i) Key management personnel compensation

Particulars	March 31, 2020	March 31, 2019
<b>Short - term employee benefits*</b>		
Deepak kumar Jha	4.87	5.08
Ms. Bharti	0.21	-
Post - employment benefits	-	1.75
Long - term employee benefits	-	2.18
<b>Total compensation</b>	<b>5.08</b>	<b>9.00</b>

ii) Payment made to related parties

Particulars	Amount (in Lacs)	
	March 31, 2020	March 31, 2019
Expenses:		
Directors' Sitting Fee		
Pankaj Kumar Gupta	0.20	0.35
Vicky Kumari	0.30	0.10
Puja Sharma	-	0.25
Reimbursement of Expenses	-	1.57
Total (A)	0.50	2.27
Advance Payment		
Saptrishi Finance Ltd.	1.50	
Total(B)	1.50	-
Total (A+B)	2.00	2.27

iii) Advance received:

Particulars	March 31, 2020	March 31, 2019
Moon Beverages Ltd.	-	13.50
Saptrishi Finance Ltd.	1.50	-
Total	1.50	13.50

c) Balance outstanding as at the end of the year

Particulars	March 31, 2020	March 31, 2019
Receivables:		
Mr. Sanjeev Agrawal	200.00	200.00
Total	200.00	200.00
Payables:		
Ms. Bharti	0.21	
Deepak kumar Jha	0.03	0.56
Pankaj Kumar Gupta	0.14	
Vicky Kumari	0.18	
Moon Beverages Ltd.	13.50	13.50
Total	14.05	14.06

\*Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.

24 Financial Instruments : Fair Value Measurement

S.No.	Particulars	Level of Hierarchy	As at March 31, 2020		
			FVTPL	FVTOCI	Amortized cost
	<b>Financial assets</b>				
1	Investments				
	Investment in equity instruments	1	-	4,078.36	-
2	Other financial assets	3	-	-	24.12
3	Cash & Cash Equivalents	3	-	-	0.41
4	Trade Receivables	3	-	-	200.00
5	Loans	3	-	-	215.00
	Total Financial Assets		-	4,078.36	439.53
	<b>Financial Liability</b>				
1	Trade & Other Payables	3	-	-	-
2	Other financial Liabilities	3	-	-	422.37
	Total Financial Liabilities		-	-	422.37

S.No.	Particulars	Level of Hierarchy	As at March 31, 2019		
			FVTPL	FVTOCI	Amortized Cost
	<b>Financial assets</b>				
1	Investments				
	Investment in equity instruments	1	-	4,073.89	-
2	Other financial assets	3	-	-	2.04
3	Cash & Cash Equivalents	3	-	-	9.50
4	Trade Receivables	3	-	-	200.00
5	Loans	3	-	-	215.00
	Total Financial Assets		-	4,073.89	426.54
	<b>Financial Liability</b>				
1	Trade & Other Payables	3	-	-	-
2	Other financial Liabilities	3	-	-	396.50
	Total Financial Liabilities		-	-	396.50



S.No.	Particulars	Level of Hierarchy	As at April 01, 2018 Amount (In Lacs)		
			FVTPL	FVTOCI	Amortized cost
	<b><u>Financial assets</u></b>				
1	Investments				
	Investment in equity instruments	1	-	3,678.32	-
2	Other financial assets	3	-	-	0.24
3	Cash & Cash Equivalents	3	-	-	55.14
4	Trade Receivables	3	-	-	200.00
5	Loans	3	-	-	219.21
	<b>Total Financial Assets</b>		-	<b>3,678.32</b>	<b>474.58</b>
	<b><u>Financial Liability</u></b>				
1	Trade & Other Payables	3	-	-	0.34
2	Other financial Liabilities	3	-	-	359.21
	<b>Total Financial Liabilities</b>		-	-	<b>359.55</b>

- a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.
- b) There were no transfers between Level 1 ,Level 2 and Level 3 in the period.

#### 25 Disclosure as per Ind AS 33 "Earnings per Share"

Particulars	March 31, 2020	March 31, 2019
Calculation of Profit/(loss) for basic/diluted EPS		
Net Profit/(loss) attributable to equity shareholders	-18.60	-16.40
Nominal value of equity share (Rs.)	10.00	10.00
No of shares as at end of the year	10	10
No. of weighted average equity shares	10	10
Basic Earning/(Loss) per share	(1.86)	(1.64)
Number of equity shares for Dilutive EPS	10	10
Dilutive Earning/(Loss) per share	-1.86	-1.64

#### 26 Corporate Social Responsibility Expenditure as per Section 135 of the Companies Act, 2013

The company's network and average profit is not upto the requirement under section 135 of the Companies Act, 2013 hence no provision or expenses made under CSR has been made in the current year as well as in previous year.

#### 27 Details Of Dues To Micro And Small Enterprises As Defined Under The Micro, Small And Medium Enterprises Development Act, 2006 :

The company during the year has not entered into transactions with the vendors registered under the Micro, Small and Medium Enterprises Development Act, 2006. There is no need of disclosures under section 22 of the said act.

#### 28 Financial Risk Management

##### Risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 24. The main types of risks are interest rate risk, credit risk and liquidity risk.

The Company's risk management is coordinated by its Board of Directors, and focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed to, are described below:

##### 1 INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk because funds are borrowed at fixed interest rates.

##### 2 CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from the customers and from its financing activities, including deposit with banks and other financial instruments.

##### Credit risk management

For Bank and Financial Institutions, only high rated banks/ Institutions are accepted.

For other counter parties, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties only.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information.

The credit risk for cash and cash equivalents and other financial instruments is considered negligible and no impairment has been recorded by the Company.



**Expected credit loss for Trade receivables:**

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low.

Movement in the expected credit loss allowance of trade receivables are as follows:

	(Amount in Lacs)	
	March 31, 2020	March 31, 2019
Balance at the beginning of the year	200.00	200.00
Add: Provided during the year (net of reversal)	-	-
Less: Amount written off/ translation adjustment	-	-
<b>Balance at the end of the year</b>	<b>200.00</b>	<b>200.00</b>

**3 LIQUIDITY RISK**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company is responsible for managing the short term and long term liquidity requirements. Short term liquidity situation is reviewed daily. Longer term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments :

	Amount (in Lacs)				
	April 01, 2018				
	Upto 1 year	1 to 3 year	3 to 5 year	Above 5 year	Total
Trade payables	0.34	-	-	-	0.34
Other financial liabilities	359.21	-	-	-	359.21
<b>Total</b>	<b>359.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>359.55</b>
	March 31, 2019				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Trade payables	-	-	-	-	-
Other financial liabilities	396.50	-	-	-	396.50
<b>Total</b>	<b>396.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>396.50</b>
	March 31, 2020				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Other financial liabilities	422.37	-	-	-	422.37
<b>Total</b>	<b>422.37</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>422.37</b>

**29 Capital Management**

For the purposes of Company capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020, March 31, 2019 and April 01, 2018.

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Equity Share capital	100.00	100.00	100.00
Free Reserve*	2,249.43	2,263.38	2,280.43

\* Comprises of retained earning and general reserves.

**30 Other Disclosures to Statement of Profit and Loss:****a) Outflow & Inflow on Foreign Currency**

	March 31, 2020	March 31, 2019
Expenditures in foreign currency	NIL	NIL
Earnings in foreign currency	NIL	NIL

**b) Payment to Auditors**

	March 31, 2020	March 31, 2019
- Audit fees	1.18	0.30
- Out of Pocket Expenses	-	-
- Tax Audit	-	-
- Other Services	-	-
<b>Total</b>	<b>1.18</b>	<b>0.30</b>

## 31 Reconciliations for First Time Adoption of Ind AS

## a) Reconciliation of Total Equity as at 31.03.2019 and 01.04.2018

		Amount (In Lacs)	
Particulars	Note	As at March 31, 2019	As at April 01, 2018
Total equity under previous GAAP		1,130.67	1,127.35
Equity instruments measured at fair value through Other Comprehensive Income/Profit & Loss	A, B	3,403.06	2,958.66
Ind AS Adjustments on Security Premium	F	-373.47	-349.04
Others	E	-6.06	-8.08
Deferred Tax Impact (DTA / DTL) on above	D	-1,016.60	-901.65
<b>Total Equity after adjustment under Ind AS</b>		<b>3,137.60</b>	<b>2,827.25</b>

## b) Reconciliation of Total Comprehensive Income for the year ended 31.03.2019

Particulars	Note	For the year ended March 31, 2019
Profit for the year as reported under Previous GAAP		3.31
Net Gain / (Loss) on Fair Value of Equity Instruments	B	4.34
Finance Cost on Liability Component of Redeemable Preference Share Capital	F	-24.43
Others	E	2.02
Deferred Tax Impact (DTA / DTL) on above	D	-1.64
<b>Net profit after tax as per Ind AS</b>		<b>-16.40</b>
Net Gain / (Loss) on Fair Value of Equity Instruments (Net of Deferred Tax)	A, B & D	326.75
<b>Total comprehensive Income (net of tax) as per Ind AS</b>		<b>310.35</b>

## c) Effect of Ind AS adoption on the Balance Sheet as at March 31, 2019 and April 01, 2018

Particulars	Notes	IGAAP as at March 31, 2019	Adjustment for Ind AS	Ind AS as at March 31, 2019
<b>I ASSETS</b>				
1 Financial Assets				
(a) Cash and cash equivalents		9.50		9.50
(b) Trade Receivables		200.00	-	200.00
(c) Loans		215.00	-	215.00
(d) Investments	A, B	677.31	3,396.57	4,073.89
(e) Other Financial Assets		2.04	-	2.04
		<b>1,103.85</b>	<b>3,396.57</b>	<b>4,500.43</b>
2 Non Financial Assets				
(a) Current Tax Asset (Net)		4.69	-2.30	2.39
(b) Deferred Tax Asset (Net)		-	-	-
(c) Investment Property	G	-	6.48	6.48
(d) Other non financial assets	E	47.64	-6.06	41.58
		<b>52.32</b>	<b>-1.87</b>	<b>50.45</b>
<b>Total Assets</b>		<b>1,156.18</b>	<b>3,394.70</b>	<b>4,550.88</b>
<b>II LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
1 Financial Liabilities				
(a) Trade payables				
i) total outstanding dues of micro enterprises and small enterprises		-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	-
ii) enterprises and small enterprises				
(b) Other Financial Liabilities	F	23.21	373.29	396.50
		<b>23.21</b>	<b>373.29</b>	<b>396.50</b>
2 Non Financial Liabilities				
a) Current Tax Liability (Net)		2.30	-2.30	-
(b) Deferred Tax Liability (Net)	D	-	1,016.60	1,016.60
c) Other Non Financial Liabilities			0.18	0.18
		<b>2.30</b>	<b>1,014.48</b>	<b>1,016.78</b>
<b>Equity</b>				
(a) Equity Share capital	F	110.00	-10.00	100.00
(b) Other Equity		1,020.67	2,016.93	3,037.60
		<b>1,130.67</b>	<b>2,006.93</b>	<b>3,137.60</b>
<b>Total Equity and Liabilities</b>		<b>1,156.18</b>	<b>3,394.70</b>	<b>4,550.88</b>



				Amount (in Lacs)
Particulars	Notes	IGAAP as at April 01, 2018	Adjustment for Ind AS	Ind AS as at April 01, 2018
<b>I ASSETS</b>				
1 Financial Assets				
(a) Cash and cash equivalents		55.14	-	55.14
(b) Trade Receivables		200.00	-	200.00
(c) Loans		219.21	-	219.21
(d) Investments	A, B	726.15	2,952.18	3,678.32
(e) Other Financial Assets		0.24	-	0.24
		<b>1,200.73</b>	<b>2,952.18</b>	<b>4,152.91</b>
2 Non Financial Assets				
(a) Current Tax Asset (Net)		1.99	-1.15	0.84
(b) Deferred Tax Asset (Net)		-	-	-
(c) Investment Property	G	-	6.48	6.48
(d) Other non financial assets	E	49.66	-8.08	41.58
		<b>51.65</b>	<b>-2.75</b>	<b>48.90</b>
<b>Total Assets</b>		<b>1,252.38</b>	<b>2,949.43</b>	<b>4,201.81</b>
<b>II LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
1 Financial Liabilities				
(a) Trade payables				
i) total outstanding dues of micro enterprises and small enterprises		-	-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		0.34	-	0.34
ii) enterprises and small enterprises				
(b) Other Financial Liabilities	F	10.18	349.04	359.21
		<b>10.52</b>	<b>349.04</b>	<b>359.55</b>
2 Non Financial Liabilities				
a) Current Tax Liability (Net)		1.15	-1.15	-
(b) Deferred Tax Liability (Net)	D		901.65	901.65
(c) Other Non Financial Liabilities		113.36		113.36
		<b>114.51</b>	<b>900.50</b>	<b>1,015.01</b>
<b>Equity</b>				
(a) Equity Share capital	F	110.00	-10.00	100.00
(b) Other Equity		1,017.35	1,709.89	2,727.25
		<b>1,127.35</b>	<b>1,699.89</b>	<b>2,827.25</b>
<b>Total Equity and Liabilities</b>		<b>1,252.38</b>	<b>2,949.43</b>	<b>4,201.81</b>

(c) Effect of Ind AS adoption on Standalone Statement of Profit and Loss for the year ended 31.03.2019 Amount (in Lacs)

Particulars	Notes	IGAAP For the year ended March 31, 2019	Adjustment for Ind AS	Ind AS For the year ended March 31, 2019
(I) Revenue from Operations				
Interest Income		26.95	-	26.95
Rental Income		1.80	-	1.80
Net Gain arising on Investments designated as at FVTPL	B		4.34	4.34
Total		28.75	4.34	33.09
(II) Other Income				-
III Total Income (I +II)		28.75	4.34	33.09
IV Expenses				
Employee benefit expense		9.00	-	9.00
Other expense		13.27	-	13.27
Finance Cost	F	-	24.43	24.43
Total expenses (IV)		22.27	24.43	46.70
V Profit/ (loss) before exceptional Items and tax (III-IV)		6.48	-20.10	-13.61
VI Exceptional items	E	2.02	-2.02	-
VII Profit/ (loss) before tax (V-VI)		4.46	-18.08	-13.61
VIII Tax expense				
a) Current Tax		1.15	-	1.15
b) Deferred Tax	D		1.64	1.64
IX Profit/ (loss) for the period (VII-VIII)		3.31	-19.71	-16.40
X Other Comprehensive Income/(Loss)				
(i) Items that will not be reclassified to profit or loss				
(a) Equity instruments through other comprehensive income	C		440.06	440.06
(ii) Income tax relating to items that will not be reclassified to profit or loss			-113.32	-113.32
XI Total comprehensive income for the period (X+XI)		3.31	307.03	310.35

Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(e) Effect of Ind AS adoption on Statement of Cash Flows for the year ended 31.03.2019

Particulars	Notes	IGAAP For the year ended March 31, 2019	Adjustment for Ind AS	Ind AS For the year ended March 31, 2019
Net cash flow from operating activities		-98.68	4.20	-94.47
Net cash flow from investing activities		53.04	-4.20	48.83
Net cash flow from financing activities		-	-	-
Net increase / (decrease) in cash and cash equivalents during the year		-45.64	-	-45.64
Cash and cash equivalents at the beginning of the year		55.14	-	55.14
Cash and cash equivalent at the end of the year		9.50	-	9.50

The transition from Indian GAAP to Ind AS has not material impact on the statement of cash flows. The only change is Cash & cash equivalent at the end of the year in IGAAP & Ind AS due to regrouping.

Notes to first time adoption

A FVTOCI financial assets

Under Indian GAAP, the company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the company has designated such investments as FVTOCI investments. Ind AS requires FVTOCI investments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and Indian GAAP carrying amount has been recognised as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes.

This has resulted in increase in Total Equity by Rs 2946.60/- Lac with corresponding increase in value of investments in equity instruments as at the date of transition and Rs 440.06/- Lac increase as at 31.03.2019.

B Investment in Mutual Funds

Under Previous GAAP, the Company accounted for investments in mutual funds as financial instruments measured at lower of cost or fair value. Under Ind AS, the Company has designated such investments at fair value through profit and loss which are to be measured at fair value at each reporting date. The difference between the fair value of these instruments and Previous GAAP carrying amount has been adjusted in equity as on the transition date.

This has resulted in increase in Total Equity by Rs 12.05/- Lac with corresponding increase in value of investments in Mutual Funds as at the date of transition and Rs 4.33/- Lac increase as at 31.03.2019.

C Other Comprehensive Income

Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS, specified items of income, expense, gains, or losses are required to be presented in other comprehensive income.

As a result, other Comprehensive income for the year ended 31.03.2019 has been increased by Rs 326.74/- Lac (net of tax).



#### **D Deferred Tax**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Group has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

These adjustments and the consequential impact due to the adoption of Ind AS have resulted in an decrease in the Total Equity by Rs 901.64/- Lac as at 01.04.2018 and an decrease in 114.95/- Lac Total Equity by as at 31.03.2019.

#### **E Preliminary expenses**

Under previous GAAP, Misc Expenditure is written off every year for five years. Under Ind AS the expense need to be written off in one year.

As a result of this the preliminary expenses amounted to Rs 8.08/- Lac has been written off at the date of transition.

#### **F Preference Share Capital**

Under Ind AS, preference shares are separated into liability and equity components including Security Premium received at the time of issue based on the terms of the contract.

Non-Convertible Redeemable Preference Shares (NCRPS) are separated into liability and equity components based on the terms of the contract. On issuance of the NCRPS, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost until it is extinguished on conversion or redemption.

This has resulted in increase in Financial liability of Company by Rs 349.03/- Lacs with corresponding decrease in value of equity as at the date of transition and Rs further addition of Rs 24.43/- Lacs on account of EIR led to total Financial liability increase amounting to Rs 373.46/- Lacs as at 31.03.2019.

#### **G Investment Property**

Under IGAAP, there is no distinction between investment property, Investments and other Tangible Assets. Under Ind AS, investment property is distinguished from Property, Plant & equipment & Investments. An investment property is the property that the firm owns for earning rental income, earning capital gains or both. The company has adopted cost model for its valuation.

The effect of this transition led to transfer of Rs 6.48/- Lacs as Investment Property from Investments.

32 The financial statements has been approved by the Board on 30th July, 2020.

33 The outbreak of COVID-19 pandemic globally and in India has severely impacted businesses and economies. Though there has been disruption to regular business operations due to the measures taken to curb the impact of the pandemic but is not materially impacting financial position of the company. The Company's offices were shut post announcement of nationwide lockdown. Most of the operations have resumed post lifting of lockdown. The Company has considered external and internal information in assessing the impact of COVID - 19 on various elements of its financial statements, including recoverability of its Financial assets as at the Balance Sheet date.

34 Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current years classification disclosure.

Companies Prudential Norms (Reserve Bank) Directions, 2007)

(4)	<b>Break-up of Investments :</b>	
	<b><u>Current Investments :</u></b>	
	1. <b><u>Quoted :</u></b>	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (Please specify)	Nil
	2. <b><u>Unquoted :</u></b>	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (Please specify)	Nil
	<b><u>Long Term Investments :</u></b>	
	1. <b><u>Quoted :</u></b>	
	(i) Shares : (a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	96
	(iv) Government Securities	Nil
	(v) Others (Please specify)	Nil
	2. <b><u>Unquoted :</u></b>	
	(i) Shares : (a) Equity	3,982.50
	(b) Preference	
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (Please specify)	

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:			
Category	Amount net of provisions( as on 31.03.2020)		Amount (in Lacs)
	Secured	Unsecured	Total
<b>1. Related Parties</b>	NIL	NIL	NIL
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the Same Group	NIL	NIL	NIL
(c) Other related Parties	NIL	200.00	200.00
<b>2. Other than Related Parties</b>	NIL	215.00	215.00
<b>Total</b>	NIL	415.00	415.00

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
<b>1. Related Parties</b>		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	3,339.09	458.24
<b>2. Other than related parties</b>	739.28	226.16
<b>Total</b>	<b>4,078.36</b>	<b>684.40</b>

(7) Other Information		
Particulars		Amount
(i) Gross Non- performing Assets		
(a) Related parties		NIL
(b) Other than related parties		NIL
(ii) Net Non Performing Assets		
(a) Related parties		NIL
(b) Other than related parties		NIL
(iii) Assets acquired in satisfaction of debt.		NIL

As per our report of even date  
For Bhala & Bhala,  
Chartered Accountants  
Firm Registration Number : 021008N

Ashish Bhala  
(Partner)  
M.No :508902



Place : Delhi  
Date :30.07.2020

UDIN: 20508902AAAABC6619

For and on Behalf of the Board  
For Fortune Industrial Resource Limited

Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Bharti  
(Company Secretary)  
M No.A34492



Vicky Kumar  
(Director)  
DIN:08248219

Umesh Kumar Gupta  
(CFO)





**INDUS NETLINK LIMITED**  
**PROVISIONAL BALANCE SHEET AS AT 30TH SEPTEMBER, 2020**  
**CIN:-U74899DL2000PLC105154**

(Amount in Rs.)

PARTICULARS		Note No.	AS AT 30th September, 2020	AS AT 31st MARCH, 2020
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b>Shareholder's Funds</b>			
	a) Share Capital	2	4,886,500.00	4,886,500.00
	b) Reserves and Surplus	3	28,446,548.50	28,447,898.50
			33,333,048.50	33,334,398.50
<b>2</b>	<b>Current Liabilities</b>			
	a) Other Current Liabilities	4	8,850.00	8,850.00
	b) Short Term Provisions	5	-	-
			8,850.00	8,850.00
	<b>Total</b>		<b>33,341,898.50</b>	<b>33,343,248.50</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	a) Fixed Assets		-	-
	b) Non-Current Investments	6	32,986,460.00	32,986,460.00
	c) Long Term Loan and Advances		-	-
	<b>Total</b>		<b>32,986,460.00</b>	<b>32,986,460.00</b>
<b>2</b>	<b>Current Assets</b>			
	a) Trade Receivables		-	-
	b) Cash and Cash Equivalents	7	54,418.50	55,768.50
	c) Other Current Assets	8	301,020.00	301,020.00
			355,438.50	356,788.50
	<b>Total</b>		<b>33,341,898.50</b>	<b>33,343,248.50</b>

For Indus Netlink Limited

**PRINCE GOYAL**  
**DIRECTOR**  
DIN:00954215

Dated 05.10.2020  
Place : Delhi

**Shilendra Singh**  
**Chauhan**  
**DIRECTOR**  
DIN:07545559



**INDUS NETLINK LIMITED**  
**PROVISIONAL PROFIT AND LOSS STATEMENT FOR THE PERIOD 01.04.2020 to 30.09.2020**

CIN:-U74899DL2000PLC105154

(Amount in Rs.)

PARTICULARS		Note No.	AS AT	AS AT
			30.09.2020	31.03.2020
I.	Revenue from Operations	10		
II.	Other Income		-	-
III.	Total Revenue		-	-
IV	Expenses:			
	Depreciation		-	-
	Finance Cost		-	-
	Other Expenses		1,350.00	19,080.00
	Total Expenses		1,350.00	19,080.00
V	Profit before Extraordinary items		(1,350.00)	(19,080.00)
VI	Extraordinary items		-	-
VII	Profit before Tax		(1,350.00)	(19,080.00)
VIII	Income Tax Provision		-	-
	Mat Credit		-	-
IX	Profit for the year		(1,350.00)	(19,080.00)
X	Earnings per equity share			
	i) Basic	(0.00)	(0.04)	
	ii) Diluted	(0.00)	(0.04)	

This is the Profit & Loss Account referred to in our report of even date.

**For Indus Netlink Limited**

**PRINCE GOYAL**  
**DIRECTOR**  
DIN:00954215

**Shilendra Singh**  
**Chauhan**  
**DIRECTOR**  
DIN:07545559

Dated 05.10.2020  
Place : Delhi

INDUS NETLINK LIMITED				
NOTES FORMING PART OF THE FINANCIAL STATEMENT				
<b>Note No.2- Share Capital</b>	<b>As at 30th September, 2020</b>		<b>As at 31st March, 2020</b>	
	Number	Amount	Number	Amount
a) Authorised Equity Shares of Rs.10 each	500,000	5,000,000.00	500,000	5,000,000.00
b) Issued, Subscribed and Fully Paid up Equity Shares of Rs.10 each	488,650	4,886,500.00	488,650	4,886,500.00
<b>TOTAL</b>	488,650	4,886,500.00	488,650	4,886,500.00
The Company has only one category of shares with voting rights, viz Ordinary Share Capital				
i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year				
<b>Particulars</b>	<b>As at 30th September, 2020</b>		<b>As at 31st March, 2020</b>	
Share outstanding at the beginning of the year	488,650	4,886,500.00	488,650	4,886,500.00
Share issued during the year	-	-	-	-
Share outstanding at the end of the year	488,650	4,886,500.00	488,650	4,886,500.00
ii) Details of Shares held by each shareholder holding more than 5% shares				
<b>Particulars</b>	<b>As at 30th September, 2020</b>		<b>As at 31st March, 2020</b>	
	<b>No. of Shares held</b>	<b>% Holding</b>	<b>No. of Shares held</b>	<b>% Holding</b>
Jasgold Offshore Private Limited	40,000.00	8.19	40,000.00	8.19
RPG Securities and Financial Services Limited	88,250.00	18.06	88,250.00	18.06
PNR Systems Private Limited	96,300.00	19.71	96,300.00	19.71
Swastik Calltech Private Limited	90,600.00	18.54	90,600.00	18.54
Competent Infoways Private Limited	54,800.00	11.21	54,800.00	11.21
Passion IT Solutions Private Limited	30,000.00	6.14	30,000.00	6.14

PARTICULARS	AS AT 30.09.2020	AS AT 31.03.2020
<b><u>Note No.3- Reserves &amp; Surplus</u></b>		
<b><u>Security Premium</u></b>		
Opening Balance at the beginning of the year	28,630,500.00	28,630,500.00
Add: Addition during theyear	-	-
Closing Balance at the end of the year (a)	<b>28,630,500.00</b>	<b>28,630,500.00</b>
<b><u>Profit &amp; Loss Account</u></b>		
Opening Balance at the beginning of the year	(182,601.50)	(163,521.50)
Profit/(Loss) for current period	(1,350.00)	(19,080.00)
Add: taxes paid in earlier years in excess of provisions written back	-	-
Closing Balance at the end of the year (b)	(183,951.50)	(182,601.50)
Total (a+b)	<b>28,446,548.50</b>	<b>28,447,898.50</b>
<b><u>Note No.4-Other current Liabilities</u></b>		
Expenses Payable	8,850.00	8,850.00
	<b>8,850.00</b>	<b>8,850.00</b>
<b><u>Note No.5 -Short Term Provisions</u></b>		
Provision for Inome Tax	-	-
	-	-
<b><u>Note No.6- Non Current Investments</u></b>		
<b><u>Unquoted Equity Shares</u></b>		
Empire Fincap Pvt Ltd. (6473 Eq. Shares, P.Y. 6473)	129,460.00	129,460.00
Metbrass Plassim India Ltd (22500 Eq. Shares, P.Y. 22500)	450,000.00	450,000.00
RPG Securities & Financial Services Ltd (66833 Eq. Shares, P.Y. 66833)	1,270,540.00	1,270,540.00
RPL Capital Finance Ltd. (473949 Eq. Shares, P.Y. 473949)	18,535,460.00	18,535,460.00
Shantnu Farms Pvt Ltd. (17000 Eq. Shares, P.Y. 17000)	1,700,000.00	1,700,000.00
Sun Vision Properties Pvt Ltd. (33000 Eq. Shares, P.Y. 33000)	330,000.00	330,000.00
Superior Calltech Pvt Ltd ( 3000 Eq. Shares, P.Y. 3000)	300,000.00	300,000.00
Versatile Datamatics Pvt Ltd. (10900 Eq. Shares, P.Y. 10900)	5,121,000.00	5,121,000.00
Sunstar Infra Developers Pvt Ltd.(53250 Eq. Shares, P.Y. 53250)	5,150,000.00	5,150,000.00
	<b>32,986,460.00</b>	<b>32,986,460.00</b>
<b><u>Note No.7-Cash and Cash Equivalents</u></b>		
Balance with schedule bank in current account	16,230.50	16,230.50
Cash in hand & Imprest	38,188.00	39,538.00
	<b>54,418.50</b>	<b>55,768.50</b>
<b><u>Note No. 8-Other Current Assets</u></b>		
Mat Credit	21,020.00	21,020.00
Other Current Assets	280,000.00	280,000.00
	<b>301,020.00</b>	<b>301,020.00</b>
<b><u>Note No.9- Other Expenses</u></b>		
Audit Fee	-	8,850.00
Filling Fees and Taxes	600.00	7,140.00
Legal & Professional	-	1,500.00
Misc. Exp	750.00	1,590.00
	<b>1,350.00</b>	<b>19,080.00</b>

**CASTLE ROCK ADVISORS PRIVATE LIMITED**

Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085

CIN-U70109DL2007PTC162148

ANNEXURE No. A-2/3

Provisional Balance Sheet as at 30th September, 2020

(Amount in Rs.)

S.No	Descriptions	Note No.	As at September 30, 2020	As at March 31, 2020
I	<b>EQUITIES &amp; LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	3	777,000	777,000
	(b) Reserve & Surplus	4	50,198,987	50,202,102
(2)	<b>Share Application Money Pending Allotment</b>	-	-	-
(3)	<b>Non Current Liabilities</b>			
	(a) Long Term Borrowings	-	-	-
	(b) Other Long Term Liabilities	-	-	-
(4)	<b>Current Liabilities</b>			
	(a) Short Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	5	10,000	10,000
	(d) Short Term Provisions	6	801	801
	<b>Total (1)+(2)+(3)+(4)</b>		<b>50,986,788</b>	<b>50,989,903</b>
II	<b>ASSETS</b>			
(1)	<b>Non Current Assets</b>			
	(a) Non Current Investments	7	50,174,000	50,174,000
	(b) Long Term Loans & Advances	-	-	-
	(c) Other Non-Current Assets	-	-	-
(2)	<b>Current Assets</b>			
	(b) Trade Receivables	8	557,568	557,568
	(c) Cash & Cash Balances	9	191,896	195,010
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	10	63,325	63,325
	<b>Total (1)+(2)</b>		<b>50,986,789</b>	<b>50,989,903</b>
			1	-

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 05.10.2020

CERTIFIED TRUE COPY  
For Castle Rock Advisors Private Limited  
SPBhandula  
Director



**CASTLE ROCK ADVISORS PRIVATE LIMITED**  
 Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085  
 CIN-U70109DL2007PTC162148

**Provisional Statement of Profit & Loss for the period ended 30th September, 2020**

(Amount in Rs.)

S.No	Particulars	Note No.	As at September 30, 2020	As at March 31, 2020
I	<u>Revenue</u> Revenue from Operations	11	-	589,681
	<b>Total (I)</b>		<b>-</b>	<b>589,681</b>
II	<u>Administrative Expenses</u> Employee Benefit expenses	12	-	300,451
	Other Expenses	13	3,115	239,278
	<b>Total (II)</b>		<b>3,115</b>	<b>539,729</b>
III	<u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u>		(3,115)	49,952
IV	Exceptional Items		-	-
V	<u>Profit before Extraordinary Items and Tax (III - IV)</u>		(3,115)	49,952
VI	Extraordinary Items		-	-
VII	<u>Profit before Tax (V - VI)</u>		(3,115)	49,952
VIII	Current Tax		-	801
	<u>Profit (Loss) for the Period (VII - VIII)</u>		(3,115)	49,151
	<u>Earning Per Equity Share</u> Basic		(0.04)	0.63

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 05.10.2020

**CERTIFIED TRUE COPY**  
 For Castle Rock Advisors Private Limited

*SP Bhandula*  
 Director

**Notes to and forming Part of Balance Sheet as at 30th September, 2020**

(Amount in Rs.)

(Amount in Rs.)

Note No.	Particulars	As at 30th September 2020		As at 31st March 2020	
3	<b>Share Capital:</b>	No. of Shares	Amount	No. of Shares	Amount
	<u>Authorised:</u>				
	Equity shares of Rs. 10/- each	80,000	800,000	80,000	800,000
	<u>Issued, Subscribed and Paid up:</u>				
	Equity Shares at the beginning of Accounting Period	77,700	777,000	77,700	777,000
	Addition during the year	-	-	-	-
	Equity Shares at the beginning of Accounting Period	77,700	777,000	77,700	777,000
<b><u>Terms/Rights attached to Equity Shares</u></b>					
3.1	The company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.				
<b><u>Shareholders holding more than 5% shares in the company along with number of shares.</u></b>					
3.2	Name of the Share Holder	As at 30.09.2020		As at 31.03.2020	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,750	17.696	13,750	17.696
	Satya Pal Bhandula	50,300	64.736	50,300	64.736
	Madhu Bhandula	13,650	17.568	13,650	17.568
	Total	77,700	100.000	77,700	100.000

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 05.10.2020

**CERTIFIED TRUE COPY**  
For Castle Rock Advisors Private Limited  
*sp Bhandula*  
Director

(Amount in RS.)			
Note No.	Particulars	As at September 30, 2020	As at March 31, 2020
4	<b>Reserve &amp; Surplus</b>		
	<b>Security Premium Account</b>		
	At the beginning of Accounting Period	50,098,000	50,098,000
	Addition during the year	-	-
	At the end of Accounting Period	50,098,000	50,098,000
	<b>Profit &amp; Loss Account</b>		
	At the beginning of Accounting Period	104,102	54,952
	Addition during the year	(3,115)	49,151
	(Balance in statement of Profit & Loss A/c)		
	At the end of Accounting Period	100,987	104,102
	<b>Total</b>	<b>50,198,987</b>	<b>50,202,102</b>
5	<b>Other Current Liabilities</b>		
	Expenses Payable	10,000	10,000
	<b>Total</b>	<b>10,000</b>	<b>10,000</b>
6	<b>Short Term Provisions</b>		
	Provision For Income Tax	801	801
	<b>Total</b>	<b>801</b>	<b>801</b>
7	<b>Non Current Investment</b>		
	<b>In Equity Instruments</b>		
	Others (Unquoted)	50,174,000	50,174,000
	<b>Total</b>	<b>50,174,000</b>	<b>50,174,000</b>
8	<b>Trade Receivables</b>		
	(Unsecured considered good unless otherwise stated)		
	Outstanding for a period exceeding six months	-	-
	Others	557,568	557,568
	<b>Total</b>	<b>557,568</b>	<b>557,568</b>

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 05.10.2020

**CERTIFIED TRUE COPY**

For Castle Rock Advisors Private Limited

*SP Bhandula*  
Director

9	<b>Cash &amp; Bank Balances</b>		
	Balance With Banks		
	HDFC Bank Limited	56,871	19,986
	Cash In Hand	135,025	175,024
	<b>Total</b>	<b>191,896</b>	<b>195,010</b>
10	<b>Other Current Assets</b>		
	TDS Receivable	29,325	29,325
	Income Tax Refund	-	-
	Security Deposit	34,000	34,000
	<b>Total</b>	<b>63,325</b>	<b>63,325</b>
11	<b>Revenue from Operation</b>		
	Professional Receipts	-	588,500
	Interest on Income tax Refund	-	3,181
	<b>Total</b>	<b>-</b>	<b>589,681</b>
12	<b>Employee Benefit Expenses</b>		
	Salary To Staff	-	295,185
	Staff welfare Expenses	-	5,286
	<b>Total</b>	<b>-</b>	<b>300,451</b>
13	<b>Other Expenses</b>		
	Accounting Charges	-	15,000
	Audit Fees	-	10,000
	Business Promotion Expenses	-	18,655
	Bank Charges	3,115	708
	ROC Filing Fees	-	2,800
	Festival Celebration Expenses	-	22,800
	Office Expenses	-	23,889
	Conveyance Expenses	-	51,819
	Miscellaneous Expenses	-	32,911
	Professional Charges	-	22,893
	Printing & Stationery Expenses	-	19,648
	Telephone Expenses	-	18,355
	<b>Total</b>	<b>3,115</b>	<b>239,278</b>

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 05.10.2020

**CERTIFIED TRUE COPY**

For Castle Rock Advisors Private Limited

*Sd/- Bhandula*  
Director



# K2 Infosolutions Private Limited

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085  
CIN-U72900DL2011PTC226907

ANNEXURE No.

## Provisional Balance Sheet as at 30th September, 2020

(Amount in Rs.)

S.No	Descriptions	Note No.	As at September 30, 2020	As at March 31, 2020
I	<b>EQUITIES &amp; LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	3	800,500	800,500
	(b) Reserve & Surplus	4	51,875,800	51,875,800
(2)	Share Application Money Pending Allotment	-	-	-
(3)	<b>Non Current Liabilities</b>			
	(a) Long Term Borrowings	5	-	-
	(b) Other Long-Term Liabilities	-	-	-
(4)	<b>Current Liabilities</b>			
	(a) Short-Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	6	10,000	10,000
	(d) Short Term Provisions	7	-	3,891
	<b>Total (1)+(2)+(3)+(4)</b>		<b>52,686,300</b>	<b>52,690,191</b>
II	<b>ASSETS</b>			
(1)	<b>Non Current Assets</b>			
	(a) Non Current Investments	8	51,316,750	51,316,750
	(b) Long Term Loans & Advances	9	-	-
	(c) Other Non-Current Assets	10	-	-
(2)	<b>Current Assets</b>			
	(a) Current Investments	-	-	-
	(b) Trade Receivables	11	-	567,625
	(c) Cash & Bank Balances	12	1,343,222	775,597
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	13	26,328	30,219
	<b>Total (1)+(2)</b>		<b>52,686,300</b>	<b>52,690,191</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**  
For K2 Infosolutions Private Limited  
*SP Bhandula*  
Authorised Signatory/Director

## **K2 Infosolutions Private Limited**

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085

CIN-U72900DL2011PTC226907

### **Provisional Statement of Profit & Loss for the period ended 01.04.2020 to 30.09.2020**

(Amount in Rs.)

S.No	Particulars	Note No.	As at September 30, 2020	As at March 31, 2020
I	<b><u>Revenue</u></b>			
	Revenue from Operations	14	-	-
	Other Income	15	-	599,650
	<b>Total (I)</b>		-	599,650
II	<b><u>Administrative Expenses</u></b>			
	Employee Benefit Expenses	16	-	169,981
	Other Expenses	17	-	395,924
	<b>Total (II)</b>		-	565,905
III	<b><u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u></b>		-	-
IV	Exceptional Items		-	33,745
V	<b><u>Profit before Extraordinary Items and Tax (III - IV)</u></b>		-	-
VI	Extraordinary Items		-	33,745
VII	<b><u>Profit before Tax (V - VI)</u></b>		-	-
VIII	Current Tax		-	3,891
	<b><u>Profit (Loss) for the Period (VII - VIII)</u></b>		-	29,854
	<b><u>Earning Per Equity Share</u></b>			
	Basic		-	0.37

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**

For K2 Infosolutions Private Limited

*SP Bhandula*  
Authorised Signatory/Director

**Notes to and forming Part of Balance Sheet as at 30th September, 2020**

Note No.	Particulars	(Amount in Rs.)			
		As at 30th September, 2020		As at 31st March 2020	
3	<b>Share Capital:</b>	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
	<u>Authorised:</u> Equity shares of Rs. 10/- each	85,000	850,000	85,000	850,000
	<u>Issued, Subscribed and Paid up:</u> Equity Shares at the beginning of Accounting Period	80,050	800,500	80,050	800,500
	Addition during the year	-	-	-	-
	Equity Shares at the end of Accounting Period	80,050	800,500	80,050	800,500
3.1	<b>Terms/Rights attached to Equity Shares</b> The company had only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.				
3.2	<b>Shareholders holding more than 5% shares in the company along with number of shares.</b>				
	Name of the Share Holder	As at 30.09.2020		As at 31.03.2020	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,650	17.05	13,650	17.05
	Satya Pal Bhandula	49,265	61.54	49,265	61.54
	Madhu Bhandula	17,135	21.41	17,135	21.41
	<b>Total</b>	<b>80,050</b>	<b>100.00</b>	<b>80,050</b>	<b>100.00</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**  
For K2 Infosolutions Private Limited  
*Satya Pal Bhandula*  
Authorised Signatory/Director

(Amount in Rs.)

Note No.	Particulars	As at September 30, 2020	As at March 31, 2020
4	<b>Reserve &amp; Surplus</b>		
	<b>Security Premium Account</b>		
	At the beginning of Accounting Period	51,837,000	51,837,000
	Addition during the year	-	-
	<b>At the end of Accounting Period</b>	<b>51,837,000</b>	<b>51,837,000</b>
	<b>Profit &amp; Loss Account</b>		
	At the beginning of Accounting Period	38,800	8,946
	Addition during the year	-	29,725
	(Balance in statement of Profit & Loss A/c)		
	<b>At the end of Accounting Period</b>	<b>38,800</b>	<b>38,800</b>
	<b>Total</b>	<b>51,875,800</b>	<b>51,875,800</b>
5	<b>Long Term Borrowings</b>		
	Unsecured Loans Considered Good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
6	<b>Other Current Liabilities</b>		
	Expenses Payable	10,000	10,000
	<b>Total</b>	<b>10,000</b>	<b>10,000</b>
7	<b>Short Term Provisions</b>		
	Provision For Income Tax	-	4,020
	<b>Total</b>	<b>-</b>	<b>4,020</b>
8	<b>Non Current Investment</b>		
	<b>In Equity Instruments</b>		
	Others (Unquoted)	51,316,750	51,316,750
	<b>Total</b>	<b>51,316,750</b>	<b>51,316,750</b>
9	<b>Long Term Loans and Advances</b>		
	<b>Other Loans &amp; Advances</b>		
	Unsecured considered good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**  
For K2 Infosolutions Private Limited  
*Sd/- Bhandula*  
Authorised Signatory/Director



(Amount in Rs.)			
10	<b>Other Non Current Assets</b>		
	<u>Misc. Expenses</u> (To the extent not written off or adjusted)		
	<b>Preliminary and Pre Operative Expenses</b>		
	Opening Balance	-	6,236
	Addition during the year	-	-
	Less : Written of during the year	-	6,236
	<b>Total</b>	-	-
11	<b>Trade Receivables</b>		
	Receivables outstanding for more than 6 months	-	-
	Receivables outstanding for less than 6 months	-	567,625
	<b>Total</b>	-	567,625
12	<b>Cash &amp; Bank Balances</b>		
	<u>Balance With Banks</u>		
	Yes Bank	25,536	27,911
	Cash In Hand	1,317,686	747,686
	<b>Total</b>	1,343,222	775,597
13	<b>Other Current Assets</b>		
	Income Tax Refund	25,984	-
	TDS Receivable	-	29,875
	OJ Financial Services Limited	344	344
	<b>Total</b>	26,328	30,219

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**

For K2 Infosolutions Private Limited

*Sd/ Bhandula*  
Authorised Signatory/Director

Notes to and forming Part of Statement of Profit & Loss for the year ended 30th September, 2020

(Amount in Rs.)			
Note No.	Particulars	As at September 30, 2020	As at March 31, 2020
14	<b>Revenue from Operation</b>		
	Interest Income	-	-
	Contractual Income	-	-
	<b>Total</b>	-	-
15	<b>Other Income</b>		
	Commission Income	-	597,500
	Interest on Income Tax Refund	-	2,150
	<b>Total</b>	-	599,650
16	<b>Employee Benefit Expenses</b>		
	Salary & Wages	-	145,870
	Staff Welfare	-	24,111
	<b>Total</b>	-	169,981
17	<b>Other Expenses</b>		
	Audit Fees	-	10,000
	Business Promotion Expenses	-	36,450
	Bank Charges	-	-
	DP Charges	-	1,426
	Festival Celebration Expenses	-	35,847
	Office Expenses	-	34,595
	Preliminary Expenses Written Off	-	6,236
	Printing & Stationery	-	67,655
	Professional Expenses	-	28,750
	Rent Expenses	-	132,625
	Repair & Maintenance	-	30,740
	ROC Charges	-	11,600
	<b>Total</b>	-	395,924

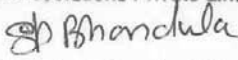
For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 05.10.2020

**CERTIFIED TRUE COPY**  
For K2 Infosolutions Private Limited  
  
Authorised Signatory/Director



**Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Standalone Financial Results of the Fortune Industrial Resources Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
FORTUNE INDUSTRIAL RESOURCES LIMITED

We have reviewed the accompanying Statement of Unaudited Standalone Financials Results of **Fortune Industrial Resources Limited** ("the Company") for the Quarter ended September 30, 2020 and Year to Date results for the period from April 01, 2020 to September 30, 2020, attached herewith, ("the Statement") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

**Management's Responsibilities for the Standalone Financial Results**

This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

**Basis for Conclusion**

We conducted our review in accordance with the Standards on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under the provisions of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review conducted and procedures performed as stated in para above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian



Accounting Standard ("Ind AS") specifies under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

### **Emphasis of Matter**

Company undertakes the fair valuation of its investments in unquoted shares on the basis of respective company's audited financial statements only latest available for those companies. Thus, fair value for the quarter ended September, 2020 is not considered in above results for the quarter.

Our opinion is not modified in respect of this matter.

**For Bhala & Bhala,  
Chartered Accountants  
FRN No.: 021008N**



**(Ashish Bhala)  
Partner  
Membership No.: 508902**

**UDIN: 20508902AAAACP5115**

**Place: New Delhi  
Date: 11.11.2020**





# ANNEXURE No.

## FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Balance Sheet as at September 30, 2020

Particulars	Note No	As at September 30, 2020	As at March 31, 2020
<b>ASSETS</b>			
1) Financial Assets			
(a) Cash and cash equivalents	3	231,777	41,230
(b) Trade Receivables	4	20,000,000	20,000,000
(c) Loans	5	21,500,000	21,500,000
(d) Investments	6	408,306,832	407,836,451
(e) Other financial assets	7	2,438,199	2,411,981
2) Non Financial Assets			
(a) Current Tax Asset (Net)	8	-	-
(b) Deferred Tax Asset (Net)		-	-
(c) Investment Property	9	648,101	648,101
(d) Other Non financial assets	10	4,157,686	4,157,686
<b>Total Assets</b>		<b>457,282,595</b>	<b>456,595,449</b>
<b>Liabilities</b>			
1) Financial Liabilities			
(a) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Other Financial Liabilities	11	42,427,623	42,236,939
2) Non Financial Liabilities			
(a) Current Tax Liability (Net)	8	452,876	350,676
(b) Deferred Tax Liability	12	101,951,163	101,828,864
(c) Other Non Financial Liabilities	13	981,841	187,015
<b>Total Liabilities</b>		<b>145,813,504</b>	<b>144,603,494</b>
<b>Equity</b>			
Equity Share Capital	14	10,000,000	10,000,000
Other Equity	15	301,469,091	301,991,955
<b>Total Equity</b>		<b>311,469,091</b>	<b>311,991,955</b>
<b>Total Liabilities and Equity</b>		<b>457,282,595</b>	<b>456,595,449</b>

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Sd/-  
Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Sd/-  
Vicky Kumari  
(Director)  
DIN:08248219

Date: Delhi  
Place: Nov 11, 2020

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Fortune Industrial Resources Limited  
  
**Authorised Signatory/Director**

**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Statement of Profit and Loss for the period ended September 30, 2020

Particulars	Note no.	For the period September 30, 2020	For the period March 31, 2020
I Revenue from operations			
Interest Income	16	1,109,424	2,221,150
Rental Income			-
Net Gain arising on Investments designated as at FVTPL		470,381	730,149
Total		1,579,805	2,951,299
II Other Income	17		14,616
III Total Income (I + II)		1,579,805	2,965,915
IV Expenses			
Employee benefit expense	18	60,000	511,290
Other expense	19	336,326	675,835
Finance Cost	20	1,398,638	2,614,276
Loss on sale of mutual fund			282,554
Total expenses (IV)		1,794,964	4,083,955
V Profit/ (loss) before exceptional items and tax (III-IV)		-215,159	(1,118,040)
VI Exceptional Items			-
VII Profit/ (loss) before tax (V-VI)		-215,159	(1,118,040)
VIII Tax expense			
a) Current Tax		185,406	572,790
b) Deferred Tax		122,299	168,895
IX Profit/ (loss) for the period (VII-VIII)		-522,863	(1,859,725)
XIII Profit/ (loss) for the period (IX+XII)		-522,863	-1,859,725
X Other Comprehensive Income/(Loss)			
(i) Items that will not be reclassified to profit or loss			
(a) Equity instruments through other comprehensive income			-
(ii) Income tax relating to items that will not be reclassified to profit or loss			-
XI Total comprehensive income for the period (X+XI)		-522,863	(1,859,725)
XII Earnings per share	25		
a) Basic		(0.52)	(1.86)
b) Diluted		(0.52)	(1.86)

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Sd/-  
Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Sd/-  
Vicky Kumari  
(Director)  
DIN:08248219

Date: Delhi  
Place: Nov 11, 2020

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Fortune Industrial Resources Limited  
*Nishant Goyal*  
Authorised Signatory/Director

**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Statement of Changes in Equity for the period ended September 30, 2020

**A. Equity Share Capital**

Particulars	No. of Shares	Amount (In Rs)
Balance as at April 01, 2018	1,000,000	10,000,000
Changes in Share Capital during the year	-	-
Balance as at March 31, 2019	1,000,000	10,000,000
Changes in Share Capital during the year	-	-
Balance as at March 31, 2020	1,000,000	10,000,000
Changes in Share Capital during the period	-	-
Balance as at September 30, 2020	1,000,000	10,000,000

**B. Other Equity**

Particulars	Reserve and Surplus				Items of Other Comprehensive Income	Equity Component of	Total
	Special Reserve Fund	Securities Premium	Contingent Provision against Standard Assets	Retained Earnings	Equity Instruments	Redeemable Preference Share Capital (Net of Deferred Tax)	
Balance as at March 31, 2019	3,783,986	40,454,567	53,750	226,338,292	32,674,527	454,546	303,759,669
Transfer to Special Reserve Fund	-	-	-	-	-	-	-
Reversal of excess income tax provision	-	-	-	92,011	-	-	92,011
Profit for the year	-	-	-	(1,859,725)	-	-	(1,859,725)
Other adjustments	-	-	-	-	-	-	-
Balance as at March 31, 2020	3,783,986	40,454,567	53,750	224,570,578	32,674,527	454,546	301,991,955
Transfer to Special Reserve Fund	-	-	-	-	-	-	-
Reversal of excess income tax provision	-	-	-	-	-	-	-
Profit for the year	-	-	-	(522,863)	-	-	(522,863)
Other adjustments	-	-	-	-	-	-	-
Balance as at Sep 30, 2020	3,783,986	40,454,567	53,750	224,047,715	32,674,527	454,546	301,469,091

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Sd/-  
Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Sd/-  
Vicky Kumari  
(Director)  
DIN:08248219

Date: Delhi  
Place: Nov 11, 2020

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Authorized Signatory/Director

Details relating to Preference Share Capital for the period ended September 30, 2020

Particulars	As at September 30, 2020	As at March 31, 2020
<b>Authorised</b>		
1,00,000 Preference Shares of Rs 10/-each.	1,000,000	1,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b>		
1,00,000 Preference Shares of Rs 10/-each.	1,000,000	1,000,000
<b>Total</b>	<b>1,000,000</b>	<b>1,000,000</b>

(a) Reconciliation of shares outstanding at the beginning and at end of the year:

Particulars	As at September 30, 2020		As at March 31, 2020	
	No of Shares	Amount	No of Shares	Amount
Opening Balance	100,000	1,000,000	100,000	1,000,000
Add:- Addition during the Year	-	-	-	-
Less:- Deletion during the Year	-	-	-	-
<b>Closing Balance</b>	<b>100,000</b>	<b>1,000,000</b>	<b>100,000</b>	<b>1,000,000</b>

(b) Terms/rights attached to Preference shares

- i) The Issue of 100000, Non-Convertible Redeemable Preference Shares (NCRPS) of Rs 10/- each at premium of Rs 890/- each has been made on March 31, 2011.
- ii) The NCRPS shall confer the same voting rights as Ordinary Shares of the Company.
- iii) NCRPS are not entitled to participate in any distributions declared in respect of Ordinary Shares.
- iv) NCRPS rank in priority to Ordinary Shares of the Company in the event of the winding of the Company but behind any creditors of the Company.
- v) NCRPS do not carry any interest rate
- vi) NCRPS shall not be convertible into equity shares
- vii) NCRPS will be unlisted securities and are freely transferable by private treaty.
- viii) NCRPS shall be redeemable at the the end of 20 years from the date of issue .

(c) Details of Shareholders holding more than 5% Preference shares in the company

Name of Shareholder	As at September 30, 2020		As at March 31, 2020	
	No. of Pref Shares	Percentage Holding	No. of Pref Shares	Percentage Holding
M/s Maksad Buidcon Private Limited Business	55,556	55.56%	55,556	55.56%
M/s Maksad Infracon Private Limited Business	44,444	44.44%	44,444	44.44%
	100,000	100.00%	100,000	100.00%

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**FORTUNE INDUSTRIAL RESOURCES LIMITED**  
CIN:L51503DL1986PLC024329  
Notes to Financial Statements for the period ended September 30, 2020

**Note 3 : Cash and Cash Equivalents**

Particulars	As at September 30, 2020	As at March 31, 2020
Cash on hand	8,142	8,142
Balances with banks		
- current account	223,635	33,088
<b>Total</b>	<b>231,777</b>	<b>41,230</b>

**Note 4 : Trade Receivables**


Particulars	As at September 30, 2020	As at March 31, 2020
Trade Receivables		
Receivables considered good - Secured;		-
Receivables considered good - Unsecured	20,000,000	20,000,000
Receivables which have significant increase in Credit Risk		-
Receivables - credit impaired		-
Less : Allowance for Impairment loss		-
<b>Total</b>	<b>20,000,000</b>	<b>20,000,000</b>

**Note 5 : Loans**

Particulars	As at September 30, 2020	As at March 31, 2020
Loans Repayable on Demand (at amortised cost)		
Aarey Organic Industries Pvt. Ltd.	18,000,000	18,000,000
Aditri Chemicals & Minerals Pvt. Ltd.	3,500,000	3,500,000
Less: Impairment loss allowance		-
<b>Total</b>	<b>21,500,000</b>	<b>21,500,000</b>

**Note 6 : - Investments**

Particulars	Unit ( Sep 30, 2020 ) (2020)	As at September 30, 2020	As at March 31, 2020
Unquoted Investments in Fully paid up equity shares In Others (at FVTOCI)			
HAL Offshore Limited	(22600) [22600]	64,340,999	64,340,999
Moon Beverages Limited	(527198) [527198]	324,534,081	324,534,081
PNR System P Ltd.	(195000) [195000]		-
Saptrishi Finance Limited	(809120) [809120]	9,374,823	9,374,823
Gemini Buildtech Private Limited	(-) [-]		-
<b>Total of Unquoted Investments (A)</b>		<b>398,249,904</b>	<b>398,249,904</b>
Quoted Investments in (at FVTPL)			
Nippon India Strategic Debt Fund-Growth Plan	(253779.53) [-]	10056927.94	9,586,547
Reliance Mutual Fund	(-) [621545.244]		-
<b>Total of Quoted Investments (B)</b>		<b>10,056,928</b>	<b>9,586,547</b>
<b>Total(A+B)</b>		<b>408,306,832</b>	<b>407,836,451</b>

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**Note 7 : Other Financial Assets**

Particulars	As at September 30, 2020	As at March 31, 2020
Rent Receivable	204,000	204,000
Interest Receivable	2,234,199	2,207,981
<b>Total</b>	<b>2,438,199</b>	<b>2,411,981</b>

**Note 8 : Current Tax Liability/(Assets) (Net)**

Particulars	As at September 30, 2020	As at March 31, 2020
Income Tax	758,196	572,790
Less : Advance Tax/ TDS/ TCS	305,320	222,114
<b>Total</b>	<b>452,876</b>	<b>350,676</b>

**Note 9 : Investment Property**

Particulars	As at September 30, 2020	As at March 31, 2020
Flat in Delhi		
Opening Balance	648,101	648,101
Addition	-	-
Disposals	-	-
Other adjustments	-	-
Depreciation during the year	-	-
Impairment Loss/ other reversals	-	-
Closing Balance	648,101	648,101
<b>Total</b>	<b>648,101</b>	<b>648,101</b>

**Note 10 : Other Non Financial Assets**

Particulars	As at September 30, 2020	As at March 31, 2020
Income Tax Paid against Appeal AY 2011-12	4,157,686	4,157,686
<b>Total</b>	<b>4,157,686</b>	<b>4,157,686</b>

**Note 11: Other Financial Liabilities**

Particulars	As at September 30, 2020	As at March 31, 2020
Advance received	550,000	1,350,000
Liability Component of Redeemable Preference Share Capital	41,359,713	39,961,076
Liability for Expenses	517,910	925,863
<b>Total</b>	<b>42,427,623</b>	<b>42,236,939</b>

**Note 12: Deferred Tax Liability**

Significant components of deferred tax liabilities (net) as at September 30, 2020 are as follows:

Particulars	Opening Balance (As at April 01, 2020)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at September 30, 2020)
Deferred tax (assets) in relation to:				
origination and reversal of temporary differences	281,524	-	-	281,524
	281,524	-	-	281,524
Deferred tax (liabilities) in relation to:				
Liability Component of Preference Share Capital	14,187,336	-	-	14,187,336
Fair value of Investments	87,818,517	122,299	-	87,940,816
origination and reversal of temporary differences	104,535	-	-	104,535
	102,110,388	122,299	-	102,232,687
<b>Deferred Tax Liabilities (net)</b>	<b>101,828,864</b>	<b>122,299</b>	<b>-</b>	<b>101,951,163</b>

Significant components of deferred tax liabilities (net) as at March 31, 2020 are as follows:

Particulars	Opening Balance (As at April 01, 2019)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at March 31, 2020)
Deferred tax (assets) in relation to:				
origination and reversal of temporary differences	208,060	73,464	-	281,524
	208,060	73,464	-	281,524
Deferred tax (liabilities) in relation to:				
Liability Component of Preference Share Capital	14,187,336	-	-	14,187,336
Fair value of Investments	87,628,679	189,839	-	87,818,517
origination and reversal of temporary differences	52,015	52,520	-	104,535
	101,868,029	242,359	-	102,110,388
<b>Deferred Tax Liabilities (net)</b>	<b>101,659,969</b>	<b>168,895</b>	<b>-</b>	<b>101,828,864</b>

Fortune Industrial Resources Limited

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**Note 13 : Other Non Financial Liabilities**

Particulars	As at September 30, 2020	As at March 31, 2020
Statutory Liabilities	13,725	12,690
Other payables	968,116	174,325
<b>Total</b>	<b>981,841</b>	<b>187,015</b>

**Note 14: Equity Share Capital**

	As at September 30, 2020		As at March 31, 2020	
Authorised	No. of Shares	Amount	No. of Shares	Amount
Equity shares of Rs. 10 each	2,900,000	29,000,000	2,900,000	29,000,000
	2,900,000	29,000,000	2,900,000	29,000,000

Issued, subscribed and fully paid-up  
Equity shares of Rs. 10 each

	1,000,000	10,000,000	1,000,000	10,000,000
	1,000,000	10,000,000	1,000,000	10,000,000

**(a) Reconciliation of number of shares**

Particulars	As at September 30, 2020		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the year	1,000,000	10,000,000	1,000,000	10,000,000
Changes during the year	-	-	-	-
At the end of the year	1,000,000	10,000,000	1,000,000	10,000,000

**(b) Rights, preferences and restrictions attached to shares**
**Equity Shares**

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. The dividend, if any 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.

**c) Detail of Equity shareholders holding more than 5% shares in the Company**

Name of share holders	As at September 30, 2020		As at March 31, 2020	
	Numbers	% of holding	Numbers	% of holding
Mr. Sanjeev Agarwal	420,500	42.05%	420,500	42.05%
Mrs. Prabha Agarwal	100,000	10.00%	100,000	10.00%
Mrs. Deepti Agarwal	95,800	9.58%	95,800	9.58%
Mr. Mukesh Agarwal	69,200	6.92%	69,200	6.92%

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**Fortune Industrial Resources Limited**

  
**Authorised Signatory/Director**

**Note 15: Other Equity**

Particulars	As at September 30, 2020	As at March 31, 2020
<b>Securities Premium</b>		
Opening balance	40,454,567	40,454,567
Less: Ind AS Adjustments (Net of deferred tax)	-	-
Closing balance	40,454,567	40,454,567
<b>Special Reserve Fund</b>		
Opening balance	3,783,986	3,783,986
Add: Created during the year	-	-
Less: Utilised during the year	-	-
Closing balance	3,783,986	3,783,986
<b>Contingent Provision against standard assets</b>	53,750	53,750
<b>Retained Earnings</b>		
Opening balance	224,570,578	226,338,292
Add: Profit for the year transferred from the Statement of Profit and Loss	(522,863)	(1,859,725)
Less: Transfer to Special Reserve Fund	-	-
Less : Transfer to Standard Assets Reserve	-	-
Add: Reversal of excess provision made for I.Tax & previous years I.Tax Refund Received	-	92,011
Add: Ind AS adjustment	-	-
Closing Balance	224,047,715	224,570,578
<b>Other Comprehensive Income</b>		
Opening Balance	32,674,527	32,674,527
Add : Equity Instruments through Other Comprehensive Income	-	-
Less : Income tax related to OCI	-	-
Closing Balance	32,674,527	32,674,527
<b>Equity Component of Redeemable Preference Share Capital (net of Deferred Tax)</b>	454,546	454,546
<b>Total Other Equity</b>	<b>301,469,091</b>	<b>301,991,955</b>

**Nature and purpose of reserves**

**(a) Securities Premium**

Securities premium represents amount of premium received on issue of Preference Share Capital net of expense incurred on issue of shares. This amount is utilised in accordance with the provisions of the Companies Act, 2013.

**(b) Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934**

Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934 represents transfer from retained earnings @ 20 % of net profit after tax for the year as disclosed in profit and loss account and before any dividend is declared.

**(c) Contingent Provision against standard assets**

Provision for Standard Assets is created at 0.25 percent of the outstanding risk weighted assets, which shall not be reckoned for arriving at net NPAs. These are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses.

**(d) Retained earnings**

Retained earnings represent profits and items of Statement of profit & loss recognised directly in retained earnings earned by the Company less dividend distributions and transfer to and from other reserves.

**(d) Other Comprehensive Income**

The Company elected to recognise changes in the fair value of certain investment in equity instruments through other comprehensive income. This reserve represents cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. When the asset is derecognized, amounts in the reserve are subsequently transferred to retained earnings and not to standalone statement of profit and loss. Dividends on such investments are recognized as profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

**(e) Equity Component of Redeemable Preference Share Capital**

It represents the Equity part of Redeemable Preference Share Capital net of deferred Tax impact.

(f) Fair value of Investments in unquoted Equity Instruments as on 30.09.2020 has been arrived at on the basis of Book Value of respective investments in Equity Instruments, computed relying upon audited financial statements as on 31.03.2019 only

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Fortune Industrial Resources Limited

*Wish*  
Authorised Signatory/Director



**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Notes to Financial Statements for the period ended September 30, 2020

**Note 16: Interest Income**

Particulars	As at September 30,	As at March 31,
	2020	2020
Interest on Loans	1,109,424	2,221,150
	<u>1,109,424</u>	<u>2,221,150</u>

**Note 17: Other Income**

Particulars	As at September 30,	As at March 31,
	2020	2020
Interest on Income Tax Refund		14,616
	-	<u>14,616</u>

**Note 18: Employee Benefit Expenses**

Particulars	As at September 30,	As at March 31,
	2020	2020
Salaries & Wages	60,000	511,290
	<u>60,000</u>	<u>511,290</u>

**Note 19: Other Expenses**

Particulars	As at September 30,	As at March 31,
	2020	2020
Audit Fees	50,000	118,000
Cost of Advertising		28,812
Bank Charges	255	745
Conveyance Expenses		46,713
Fee & Taxes	231,280	92,956
Legal & Professional Charges	43,940	262,375
Office Rent & Maintenance		60,170
Postage & Telegram		-
Printing & Stationary		11,465
Internet & Domain Expenses	851	4,599
Director Sitting Fees	10,000	50,000
	<u>336,326</u>	<u>675,835</u>

**Note 20: Finance Cost**

Particulars	As at September 30,	As at March 31,
	2020	2020
Liability Component of Redeemable Preference Share Capital	1398638	2,614,276
	<u>1,398,638</u>	<u>2,614,276</u>

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**Authorised Signatory/Director**

**INDUS NETLINK LIMITED**  
**PROVISIONAL BALANCE SHEET AS AT 28TH FEBRUARY, 2021**  
**CIN:-U74899DL2000PLC105154**

(Amount in Rs.)

PARTICULARS		Note No.	AS AT 28th FEBRUARY, 2021	AS AT 31st MARCH, 2020
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b>Shareholder's Funds</b>			
	a) Share Capital	2	4,886,500.00	4,886,500.00
	b) Reserves and Surplus	3	28,429,478.50	28,441,618.50
			33,315,978.50	33,328,118.50
<b>2</b>	<b>Current Liabilities</b>			
	a) Other Current Liabilities	4	11,000.00	11,000.00
	b) Short Term Provisions	5	-	-
			11,000.00	11,000.00
	<b>Total</b>		<b>33,326,978.50</b>	<b>33,339,118.50</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	a) Fixed Assets		-	-
	b) Non-Current Investments	6	32,986,460.00	32,986,460.00
	c) Long Term Loan and Advances		-	-
	<b>Total</b>		<b>32,986,460.00</b>	<b>32,986,460.00</b>
<b>2</b>	<b>Current Assets</b>			
	a) Trade Receivables		-	-
	b) Cash and Cash Equivalents	7	39,498.50	51,638.50
	c) Other Current Assets	8	301,020.00	301,020.00
			340,518.50	352,658.50
	<b>Total</b>		<b>33,326,978.50</b>	<b>33,339,118.50</b>

For Indus Netlink Limited

Sd/-  
**PRINCE GOYAL**  
**DIRECTOR**  
DIN:00954215

Sd/-  
**Shilendra Singh Chauhan**  
**DIRECTOR**  
DIN:07545559

Dated : 20.05.2021  
Place : Delhi

**INDUS NETLINK LIMITED**  
**PROVISIONAL BALANCE SHEET AS AT 28TH FEBRUARY, 2021**  
**CIN:-U74899DL2000PLC105154**

(Amount in Rs.)

PARTICULARS		Note No.	AS AT	AS AT
			28.02.2021	31.03.2020
I.	Revenue from Operations	9		
II.	Other Income		-	-
III.	Total Revenue		-	-
IV	Expenses:			
	Depreciation		-	-
	Finance Cost		-	-
	Other Expenses		12,140.00	25,360.00
	Total Expenses		12,140.00	25,360.00
V	Profit before Extraordinary items		(12,140.00)	(25,360.00)
VI	Extraordinary items		-	-
VII	Profit before Tax		(12,140.00)	(25,360.00)
VIII	Income Tax Provision		-	-
	Mat Credit		-	-
IX	Profit for the year		(12,140.00)	(25,360.00)
X	Earnings per equity share			
	i) Basic		(0.02)	(0.05)
	ii) Diluted		(0.02)	(0.05)

This is the Profit & Loss Account referred to in our report of even date.

**For Indus Netlink Limited**

**Sd/-**

**PRINCE GOYAL**  
**DIRECTOR**  
DIN:00954215

Dated : 20.05.2021  
Place : Delhi

**Sd/-**

**Shilendra Singh Chauhan**  
**DIRECTOR**  
DIN:07545559

INDUS NETLINK LIMITED				
NOTES FORMING PART OF THE FINANCIAL STATEMENT				
<b>Note No.2- Share Capital</b>			28th FEBRUARY, 2021	
	<b>As at 28th February, 2021</b>		<b>As at 31st March, 2020</b>	
	Number	Amount	Number	Amount
a) Authorised Equity Shares of Rs.10 each	500,000	5,000,000.00	500,000	5,000,000.00
b) Issued, Subscribed and Fully Paid up Equity Shares of Rs.10 each	488,650	4,886,500.00	488,650	4,886,500.00
<b>TOTAL</b>	488,650	4,886,500.00	488,650	4,886,500.00
The Company has only one category of shares with voting rights, viz Ordinary Share Capital				
i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year				
<b>Particulars</b>	<b>As at 28th February, 2021</b>		<b>As at 31st March, 2020</b>	
Share outstanding at the beginning of the year	488,650	4,886,500.00	488,650	4,886,500.00
Share issued during the year	-	-	-	-
Share outstanding at the end of the year	488,650	4,886,500.00	488,650	4,886,500.00
ii) Details of Shares held by each shareholder holding more than 5% shares				
<b>Particulars</b>	<b>As at 28th February, 2021</b>		<b>As at 31st March, 2020</b>	
	<b>No. of Shares held</b>	<b>% Holding</b>	<b>No. of Shares held</b>	<b>% Holding</b>
Jasgold Offshore Private Limited	40,000.00	8.19	40,000.00	8.19
RPG Securities and Financial Services Limited	88,250.00	18.06	88,250.00	18.06
PNR Systems Priavte Limited	96,300.00	19.71	96,300.00	19.71
Swastik Calltech Private Limited	90,600.00	18.54	90,600.00	18.54
Competent Infoways Private Limited	54,800.00	11.21	54,800.00	11.21
Passion IT Solutions Private Limited	30,000.00	6.14	30,000.00	6.14



PROVISIONAL BALANCE SHEET AS AT 28TH FEBRUARY, 2021	AS AT 28.02.2021	AS AT 31.03.2020
<b>Note No.3- Reserves &amp; Surplus</b>		
<b>Security Premium</b>		
Opening Balance at the beginning of the year	28,630,500.00	28,630,500.00
Add: Addition during theyear	-	-
Closing Balance at the end of the year (a)	<b>28,630,500.00</b>	<b>28,630,500.00</b>
<b>Profit &amp; Loss Account</b>		
Opening Balance at the beginning of the year	(188,881.50)	(163,521.50)
Profit/(Loss) for current period	(12,140.00)	(25,360.00)
Add: taxes paid in earlier years in excess of provisions written back	-	-
Closing Balance at the end of the year (b)	<b>(201,021.50)</b>	<b>(188,881.50)</b>
Total (a+b)	<b>28,429,478.50</b>	<b>28,441,618.50</b>
<b>Note No.4-Other current Liabilities</b>		
Expenses Payable	11,000.00	11,000.00
	<b>11,000.00</b>	<b>11,000.00</b>
<b>Note No.5 -Short Term Provisions</b>		
Provision for Inome Tax	-	-
	-	-
<b>Note No.6- Non Current Investments</b>		
<b>Unquoted Equity Shares</b>		
Empire Fincap Pvt Ltd. (6473 Eq. Shares, P.Y. 6473)	129,460.00	129,460.00
Metbrass Plassim India Ltd (22500 Eq. Shares, P.Y. 22500)	450,000.00	450,000.00
RPG Securities & Financial Services Ltd (66833 Eq. Shares, P.Y. 66833)	1,270,540.00	1,270,540.00
RPL Capital Finance Ltd. (473949 Eq. Shares, P.Y. 473949)	18,535,460.00	18,535,460.00
Shantnu Farms Pvt Ltd. (17000 Eq. Shares, P.Y. 17000)	1,700,000.00	1,700,000.00
Sun Vision Properties Pvt Ltd. (33000 Eq. Shares, P.Y. 33000)	330,000.00	330,000.00
Superior Calltech Pvt Ltd ( 3000 Eq. Shares, P.Y. 3000)	300,000.00	300,000.00
Versatile Datamatics Pvt Ltd. (10900 Eq. Shares, P.Y. 10900)	5,121,000.00	5,121,000.00
Sunstar Infra Developers Pvt Ltd.(53250 Eq. Shares, P.Y. 53250)	5,150,000.00	5,150,000.00
	<b>32,986,460.00</b>	<b>32,986,460.00</b>
<b>Note No.7-Cash and Cash Equivalents</b>		
Balance with schedule bank in current account	10,700.50	16,230.50
Cash in hand & Imprest	28,798.00	35,408.00
	<b>39,498.50</b>	<b>51,638.50</b>
<b>Note No. 8-Other Current Assets</b>		
Mat Credit	21,020.00	21,020.00
Other Current Assets	280,000.00	280,000.00
	<b>301,020.00</b>	<b>301,020.00</b>
<b>Note No.9- Other Expenses</b>		
Audit Fee	-	11,000.00
Filling Fees and Taxes	2,040.00	7,140.00
Legal & Professional	1,500.00	1,500.00
RTA Fees	5,530.00	-
Misc. Exp	3,070.00	5,720.00
	<b>12,140.00</b>	<b>25,360.00</b>

# CASTLE ROCK ADVISORS PRIVATE LIMITED

Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085

CIN-U70109DL2007PTC162148

## Provisional Balance Sheet as at 28th February, 2021

(Amount in Rs.)

S.No	Descriptions	Note No.	As at February 28, 2021	As at March 31, 2020
<b>I</b>	<b>EQUITIES &amp; LIABILITIES</b>			
<b>(1)</b>	<b><u>Shareholder's Funds</u></b>			
	(a) Share Capital	3	777,000	777,000
	(b) Reserve & Surplus	4	50,155,851	50,202,102
<b>(2)</b>	<b><u>Share Application Money Pending Allotment</u></b>	-	-	-
<b>(3)</b>	<b><u>Non Current Liabilities</u></b>			
	(a) Long Term Borrowings	-	-	-
	(b) Other Long Term Liabilities	-	-	-
<b>(4)</b>	<b><u>Current Liabilities</u></b>			
	(a) Short Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	5	5,900	10,000
	(d) Short Term Provisions	6	-	801
<b>Total (1)+(2)+(3)+(4)</b>			<b>50,938,751</b>	<b>50,989,903</b>
<b>II</b>	<b>ASSETS</b>			
<b>(1)</b>	<b><u>Non Current Assets</u></b>			
	(a) Non Current Investments	7	50,174,000	50,174,000
	(b) Long Term Loans & Advances	-	-	-
	(c) Other Non-Current Assets	-	-	-
<b>(2)</b>	<b><u>Current Assets</u></b>			
	(b) Trade Receivables	8	393	557,568
	(c) Cash & Cash Balances	9	735,834	195,010
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	10	28,524	63,325
<b>Total (1)+(2)</b>			<b>50,938,751</b>	<b>50,989,903</b>
			1	-

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-

Sd/-

Madhu Bhandula  
Director  
DIN : 07599092

Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 20.05.2021

**CASTLE ROCK ADVISORS PRIVATE LIMITED**  
 Regd Off : H.No 181,Block-D, Pkt-17,Sector-03, Rohini, New Delhi-110085  
 CIN-U70109DL2007PTC162148

**Provisional Statement of Profit & Loss for the period ended 28th February, 2021**

(Amount in Rs.)

S.No	Particulars	Note No.	As at February 28, 2021	As at March 31, 2020
I	<b><u>Revenue</u></b> Revenue from Operations	11	-	589,681
<b>Total (I)</b>			<b>-</b>	<b>589,681</b>
II	<b><u>Administrative Expenses</u></b> Employee Benefit expenses Other Expenses	12 13	- 46,251	300,451 239,278
<b>Total (II)</b>			<b>46,251</b>	<b>539,729</b>
III	<b><u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u></b>		<b>(46,251)</b>	<b>49,952</b>
IV	Exceptional Items		-	-
V	<b><u>Profit before Extraordinary Items and Tax (III - IV)</u></b>		<b>(46,251)</b>	<b>49,952</b>
VI	Extraordinary Items		-	-
VII	<b><u>Profit before Tax (V - VI)</u></b>		<b>(46,251)</b>	<b>49,952</b>
VIII	Current Tax		-	801
	<b><u>Profit (Loss) for the Period (VII - VIII)</u></b>		<b>(46,251)</b>	<b>49,151</b>
	<b><u>Earning Per Equity Share</u></b> Basic			0.63

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-

Sd/-

Madhu Bhandula  
 Director  
 DIN : 07599092

Satya Pal Bhandula  
 Director  
 DIN : 05100519

Place : New Delhi  
 Dated : 20.05.2021

**Notes to and forming Part of Balance Sheet as at 28th February, 2021**

(Amount in Rs.)

Note No.	Particulars	As at 28th February 2021		As at 31st March 2020	
3	<b>Share Capital:</b>	No. of Shares	Amount	No. of Shares	Amount
	<u>Authorised:</u>				
	Equity shares of Rs. 10/- each	80,000	800,000	80,000	800,000
	<u>Issued, Subscribed and Paid up:</u>				
	Equity Shares at the beginning of Accounting Period	77,700	777,000	77,700	777,000
	Addition during the year	-	-	-	-
	<b>Equity Shares at the beginning of Accounting Period</b>	<b>77,700</b>	<b>777,000</b>	<b>77,700</b>	<b>777,000</b>
3.1	<b><u>Terms/Rights attached to Equity Shares</u></b>				
	The company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.				
3.2	<b><u>Shareholders holding more than 5% shares in the company along with number of shares.</u></b>				
	Name of the Share Holder	As at 28.02.2021		As at 31.03.2020	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,750	17.696	13,750	17.696
	Satya Pal Bhandula	50,300	64.736	50,300	64.736
	Madhu Bhandula	13,650	17.568	13,650	17.568
	<b>Total</b>	<b>77,700</b>	<b>100.000</b>	<b>77,700</b>	<b>100.000</b>

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 20.05.2021



(Amount in Rs.)

Note No.	Particulars	As at February 28, 2021	As at March 31, 2020
4	<b><u>Reserve &amp; Surplus</u></b>		
	<u>Security Premium Account</u>		
	At the beginning of Accounting Period	50,098,000	50,098,000
	Addition during the year	-	-
	<b>At the end of Accounting Period</b>	<b>50,098,000</b>	<b>50,098,000</b>
	<u>Profit &amp; Loss Account</u>		
	At the beginning of Accounting Period	104,102	54,952
	Addition during the year	(46,251)	49,151
	(Balance in statement of Profit & Loss A/c)		
	<b>At the end of Accounting Period</b>	<b>57,851</b>	<b>104,102</b>
	<b>Total</b>	<b>50,155,851</b>	<b>50,202,102</b>
5	<b><u>Other Current Liabilities</u></b>		
	Expenses Payable	5,900	10,000
	<b>Total</b>	<b>5,900</b>	<b>10,000</b>
6	<b><u>Short Term Provisions</u></b>		
	Provision For Income Tax		801
	<b>Total</b>	<b>-</b>	<b>801</b>
7	<b><u>Non Current Investment</u></b>		
	<u>In Equity Instruments</u>		
	Others (Unquoted)	50,174,000	50,174,000
	<b>Total</b>	<b>50,174,000</b>	<b>50,174,000</b>
8	<b><u>Trade Receivables</u></b>		
	(Unsecured considered good unless otherwise stated)		
	Outstanding for a period exceeding six months	-	-
	Others	393	557,568
	<b>Total</b>	<b>393</b>	<b>557,568</b>

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 20.05.2021

9	<b>Cash &amp; Bank Balances</b>		
	Balance With Banks		
	HDFC Bank Limited	35,309	19,986
	Cash In Hand	700,525	175,024
	<b>Total</b>	<b>735,834</b>	<b>195,010</b>
10	<b>Other Current Assets</b>		
	TDS Receivable	28,524	29,325
	Income Tax Refund	-	-
	Security Deposit	-	34,000
	<b>Total</b>	<b>28,524</b>	<b>63,325</b>
11	<b>Revenue from Operation</b>		
	Professional Receipts	-	586,500
	Interest on Income tax Refund	-	3,181
	<b>Total</b>	<b>-</b>	<b>589,681</b>
12	<b>Employee Benefit Expenses</b>		
	Salary To Staff	-	295,185
	Staff welfare Expenses	-	5,266
	<b>Total</b>	<b>-</b>	<b>300,451</b>
13	<b>Other Expenses</b>		
	Accounting Charges	-	15,000
	Audit Fees	-	10,000
	Business Promotion Expenses	-	18,655
	Bank Charges	3,351	708
	ROC Filing Fees	1,200	2,800
	Festival Celebration Expenses	-	22,600
	Office Expenses	-	23,889
	Conveyance Expenses	-	51,819
	Miscellaneous Expenses	-	32,911
	Professional Charges	7,700	22,893
	Printing & Stationery Expenses	-	19,648
	Telephone Expenses	-	18,355
	Lease Rent Expenses	34,000	
	<b>Total</b>	<b>46,251</b>	<b>239,278</b>

For Castle Rock Advisors Private Limited

For Castle Rock Advisors Private Limited

Sd/-  
Madhu Bhandula  
Director  
DIN : 07599092

Sd/-  
Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Dated : 20.05.2021

# K2 Infosolutions Private Limited

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085  
CIN-U72900DL2011PTC226907

## Provisional Balance Sheet as at 28th February, 2021

(Amount in Rs.)

S.No	Descriptions	Note No.	As at February 28, 2021	As at March 31, 2020
<b>I</b>	<b>EQUITIES &amp; LIABILITIES</b>			
(1)	<b><u>Shareholder's Funds</u></b>			
	(a) Share Capital	3	800,500	800,500
	(b) Reserve & Surplus	4	51,866,900	51,875,800
(2)	<b>Share Application Money Pending Allotment</b>	-	-	-
(3)	<b><u>Non Current Liabilities</u></b>			
	(a) Long Term Borrowings	5	-	-
	(b) Other Long-Term Liabilities	-	-	-
(4)	<b><u>Current Liabilities</u></b>			
	(a) Short-Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	6	5,900	10,000
	(d) Short Term Provisions	7	-	3,891
<b>Total (1)+(2)+(3)+(4)</b>			<b>52,673,300</b>	<b>52,690,191</b>
<b>II</b>	<b>ASSETS</b>			
(1)	<b><u>Non Current Assets</u></b>			
	(a) Non Current Investments	8	51,316,750	51,316,750
	(b) Long Term Loans & Advances	9	-	-
	(c) Other Non-Current Assets	10	-	-
(2)	<b><u>Current Assets</u></b>			
	(a) Current Investments	-	-	-
	(b) Trade Receivables	11	-	567,625
	(c) Cash & Bank Balances	12	1,330,222	775,597
	(d) Short-Term Loans & Advances	-	-	-
	(e) Other Current Assets	13	26,328	30,219
<b>Total (1)+(2)</b>			<b>52,673,300</b>	<b>52,690,191</b>
			0	-

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-

Sd/-

**Madhu Bhandula**  
Director  
DIN : 07599092

**Satya Pal Bhandula**  
Director  
DIN : 05100519

Place : New Delhi  
Date: 20.05.2021

# **K2 Infosolutions Private Limited**

Regd Off : House No. 181, Block-D, Pkt-17 Sector-03, Rohini, New Delhi - 110085

CIN-U72900DL2011PTC226907

## **Provisional Statement of Profit & Loss for the period ended 01.04.2020 to 28.02.2021**

(Amount in Rs.)

S.No	Particulars	Note No.	As at February 28, 2021	As at March 31, 2020
<b>I</b>	<b><u>Revenue</u></b>			
	Revenue from Operations	14	-	-
	Other Income	15	-	599,650
<b>Total (I)</b>			<b>-</b>	<b>599,650</b>
<b>II</b>	<b><u>Administrative Expenses</u></b>			
	Employee Benefit Expenses	16	-	169,981
	Other Expenses	17	8,900	395,924
<b>Total (II)</b>			<b>8,900</b>	<b>565,905</b>
<b>III</b>	<b><u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u></b>		<b>(8,900)</b>	<b>33,745</b>
<b>IV</b>	Exceptional Items		-	-
<b>V</b>	<b><u>Profit before Extraordinary Items and Tax (III - IV)</u></b>		<b>(8,900)</b>	<b>33,745</b>
<b>VI</b>	Extraordinary Items		-	-
<b>VII</b>	<b><u>Profit before Tax (V - VI)</u></b>		<b>(8,900)</b>	<b>33,745</b>
<b>VIII</b>	Current Tax		-	3,891
	<b><u>Profit (Loss) for the Period (VII - VIII)</u></b>		<b>(8,900)</b>	<b>29,854</b>
	<b><u>Earning Per Equity Share</u></b>			
	Basic		-	0.37

**For K2 Infosolutions Private Limited**

**For K2 Infosolutions Private Limited**

**Sd/-**

**Sd/-**

**Madhu Bhandula**

**Satya Pal Bhandula**

**Director**

**Director**

**DIN : 07599092**

**DIN : 05100519**

**Place : New Delhi**

**Date: 20.05.2021**



**Notes to and forming Part of Balance Sheet as at 28th February, 2021**

(Amount in Rs.)

Note No.	Particulars	As at 28th February, 2021		As at 31st March 2020	
		No. of Shares	Amount	No. of Shares	Amount
3	<b>Share Capital:</b>				
	Authorised: Equity shares of Rs. 10/- each	85,000	850,000	85,000	850,000
	Issued, Subscribed and Paid up: Equity Shares at the beginning of Accounting Period	80,050	800,500	80,050	800,500
	Addition during the year	-	-	-	-
	<b>Equity Shares at the end of Accounting Period</b>	<b>80,050</b>	<b>800,500</b>	<b>80,050</b>	<b>800,500</b>
3.1	<b>Terms/Rights attached to Equity Shares</b> The company had only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.				
3.2	<b>Shareholders holding more than 5% shares in the company along with number of shares.</b>				
	Name of the Share Holder	As at 28.02.2021		As at 31.03.2020	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,650	17.05	13,650	17.05
	Satya Pal Bhandula	49,265	61.54	49,265	61.54
	Madhu Bhandula	17,135	21.41	17,135	21.41
	<b>Total</b>	<b>80,050</b>	<b>100.00</b>	<b>80,050</b>	<b>100.00</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-  
Madhu Bhandula

Sd/-  
Satya Pal Bhandula

Director

Director

DIN : 07599092

DIN : 05100519

Place : New Delhi  
Date: 20.05.2021

(Amount in Rs.)

Note No.	Particulars	As at February 28, 2021	As at March 31, 2020
<b>4</b>	<b><u>Reserve &amp; Surplus</u></b>		
	<u>Security Premium Account</u>		
	At the beginning of Accounting Period	51,837,000	51,837,000
	Addition during the year	-	-
	<b>At the end of Accounting Period</b>	<b>51,837,000</b>	<b>51,837,000</b>
	<u>Profit &amp; Loss Account</u>		
	At the beginning of Accounting Period	38,800	8,946
	Addition during the year	(8,900)	29,854
	(Balance in statement of Profit & Loss A/c)		
	<b>At the end of Accounting Period</b>	<b>29,900</b>	<b>38,800</b>
	<b>Total</b>	<b>51,866,900</b>	<b>51,875,800</b>
<b>5</b>	<b><u>Long Term Borrowings</u></b>		
	Unsecured Loans Considered Good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>6</b>	<b><u>Other Current Liabilities</u></b>		
	Expenses Payable	5,900	10,000
	<b>Total</b>	<b>5,900</b>	<b>10,000</b>
<b>7</b>	<b><u>Short Term Provisions</u></b>		
	Provision For Income Tax	-	3,891
	<b>Total</b>	<b>-</b>	<b>3,891</b>
<b>8</b>	<b><u>Non Current Investment</u></b>		
	<u>In Equity Instruments</u>		
	Others (Unquoted)	51,316,750	51,316,750
	<b>Total</b>	<b>51,316,750</b>	<b>51,316,750</b>
<b>9</b>	<b><u>Long Term Loans and Advances</u></b>		
	<u>Other Loans &amp; Advances</u>		
	Unsecured considered good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-

Sd/-

Madhu Bhandula  
Director  
DIN : 07599092

Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 20.05.2021

(Amount in Rs.)

<b>10</b>	<b><u>Other Non Current Assets</u></b>		
	Misc. Expenses (To the extent not written off or adjusted)		
	<b>Preliminary and Pre Operative Expenses</b>		
	Opening Balance	-	6,236
	Addition during the year	-	-
	Less : Written of during the year	-	6,236
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>11</b>	<b><u>Trade Receivables</u></b>		
	Receivables outstanding for more than 6 months	-	-
	Receivables outstanding for less than 6 months	-	567,625
	<b>Total</b>	<b>-</b>	<b>567,625</b>
<b>12</b>	<b><u>Cash &amp; Bank Balances</u></b>		
	<u>Balance With Banks</u>		
	Yes Bank	12,536	27,911
	Cash In Hand	1,317,686	747,686
	<b>Total</b>	<b>1,330,222</b>	<b>775,597</b>
<b>13</b>	<b><u>Other Current Assets</u></b>		
	Income Tax Refund	25,984	-
	TDS Receivable	-	29,875
	OJ Financial Services Limited	344	344
	<b>Total</b>	<b>26,328</b>	<b>30,219</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-

Sd/-

Madhu Bhandula

Satya Pal Bhandula

Director  
DIN : 07599092

Director  
DIN : 05100519

Place : New Delhi  
Date: 20.05.2021

**Notes to and forming Part of Statement of Profit & Loss for the year ended 30th September, 2020**

(Amount in Rs.)

Note No.	Particulars	As at February 28, 2021	As at March 31, 2019
14	<b><u>Revenue from Operation</u></b>		
	Interest Income	-	-
	Contractual Income	-	-
	<b>Total</b>	-	-
15	<b><u>Other Income</u></b>		
	Commission Income	-	597,500
	Interest on Income Tax Refund	-	2,150
	<b>Total</b>	-	<b>599,650</b>
16	<b><u>Employee Benefit Expenses</u></b>		
	Salary & Wages	-	145,870
	Staff Welfare	-	24,111
	<b>Total</b>	-	<b>169,981</b>
17	<b><u>Other Expenses</u></b>		
	Audit Fees	-	10,000
	Business Promotion Expenses	-	36,450
	Bank Charges	-	-
	DP Charges	-	1,426
	Festival Celebration Expenses	-	35,847
	Office Expenses	-	34,595
	Preliminary Expenses Written Off	-	6,236
	Printing & Stationery	-	67,655
	Professional Expenses	7,700	28,750
	Rent Expenses	-	132,625
	Repair & Maintenance	-	30,740
	ROC Charges	1,200	11,600
	<b>Total</b>	<b>8,900</b>	<b>395,924</b>

For K2 Infosolutions Private Limited

For K2 Infosolutions Private Limited

Sd/-

Sd/-

Madhu Bhandula  
Director  
DIN : 07599092

Satya Pal Bhandula  
Director  
DIN : 05100519

Place : New Delhi  
Date: 20.05.2021





**Review Certificate on Period and Year to Date Unaudited Standalone Financial Results of Fortune Industrial Resources Limited Pursuant to the orders passed by Hon'ble NCLT in the matter of CA (CAA)-20ND/2021 order dated 18.05.2021**

To,  
The Members,  
Fortune Industrial Resources Limited

We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of M/s. Fortune Industrial Resources Limited ("the Company") for the Period ended February 28, 2021 and year to date results for the period from April 01, 2020 to February 28, 2021, attached herewith, ("the Statement") being submitted by the Company pursuant to the orders passed by Hon'ble NCLT in the matter of CA (CAA)-20ND/2021 order dated 18.05.2021 for the purpose of conveying the meeting of the Equity Shareholders of the Company on 02.07.2021 at 3:00 P.M.

**Management's Responsibilities for the Standalone Financial Results**

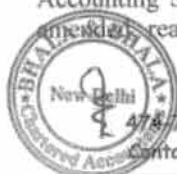
This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

**Basis for Conclusion**

We conducted our review of the Statement in accordance with the Standards on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under the provisions of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review conducted and procedures performed as stated in para above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally



accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### **Emphasis of Matter**

Company undertakes the fair valuation of its investments in unquoted shares on the basis of respective company's audited financial statements only latest available for those companies. Thus, fair value for the period ended February 28, 2021 is not considered in above results for the quarter.

Our opinion is not modified in respect of this matter.

#### **Limitation of Certificate**

This certificate is issued for limited purpose review of the attached statement of unaudited financial results of the company for the period ended February 28, 2021 for the purpose and in reference to the order of Hon'ble NCLT in reference to the application filed by the company for approving the proposed Scheme of Amalgamation. As per the said order, the company has to convey the meeting of its equity shareholders on 02-07-2021 at 3:00 PM for getting consent to the Scheme of Amalgamation filed by the company in Company Application CA(CAA)-20(ND)/2021. Thus, this certificate has been issued after limited purpose review of the statement for the limited purpose for placing those statement before the equity shareholders. This review shall not in any way constitute Review or Audit of the Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Cash Flow Statement accompanied with its Notes to Accounts for the period ended February 28, 2021 and those Unaudited Standalone Financial Results shall be read in consonance with the above review certificate only.

For Bhala & Bhala,  
Chartered Accountants  
FRN No.:021008N

(Ashish Bhala)  
Partner  
Membership No.:508902



UDIN: 21508902AAAADN1598

Place: New Delhi  
Date:26.05.2021

**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Balance Sheet as at february 28, 2021

Particulars	Note No	As at February 28, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>1) Financial Assets</b>			
(a) Cash and cash equivalents	3	431,516	41,230
(b) Trade Receivables	4	20,000,000	20,000,000
(c) Loans	5	21,500,000	21,500,000
(d) Investments	6	408,513,154	407,836,451
(e) Other financial assets	7	2,218,679	2,411,981
(f) Bank Deposit	8	3,300,000	-
<b>2) Non Financial Assets</b>			
(a) Current Tax Asset (Net)	9	-	-
(b) Deferred Tax Asset (Net)		-	-
(c) Investment Property	10	648,101	648,101
(d) Other Non financial assets	11	-	4,157,686
<b>Total Assets</b>		<b>456,611,451</b>	<b>456,595,449</b>
<b>Liabilities</b>			
<b>1) Financial Liabilites</b>			
(a)Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b )Other Financial Liabilites	12	43,105,837	42,236,939
<b>2) Non Financial Liabilites</b>			
(a) Current Tax Liability (Net)	9	32,688	350,676
(b)Deferred Tax Liability	13	102,004,807	101,828,864
(c)Other Non Financial Liabilites	14	389,351	187,015
<b>Total Liabilites</b>		<b>145,532,683</b>	<b>144,603,493</b>
<b>Equity</b>			
Equity Share Capital	15	10,000,000	10,000,000
Other Equity	16	301,078,768	301,991,955
<b>Total Equity</b>		<b>311,078,768</b>	<b>311,991,955</b>
<b>Total Liabilities and Equity</b>		<b>456,611,451</b>	<b>456,595,449</b>

Summary of significant accounting policies (1-2)

The accompanying notes are an integral part of the financial statements (21-35)

As per our report of even date  
**For Bhala & Bhala,**  
Chartered Accountants  
Firm Registration Number : 021008N

For and on Behalf of the Board  
**For Fortune Industrial Resources Limited**

Sd/-  
**Ashish Bhala**  
(Partner)  
**M.No :508902**

Sd/-  
**Nishant Goyal**  
(Whole Time Director)  
**DIN : 08153024**

Sd/-  
**Vicky Kumari**  
(Director)  
**DIN:08248219**

Sd/-  
**Bharti**  
(Company Secretary)  
**M No.A34492**

Sd/-  
**Umesh Kumar Gupta**  
(CFO)

Place : Delhi  
Date :26.05.2021

# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Statement of Profit and Loss for the year ended February 28, 2021

Particulars	Note no.	For the period February 28,2021	For the period March 31,2020
<b>I Revenue from operations</b>			
Interest Income	17	2,022,986	2,221,150
Rental Income		-	-
Net Gain arising on Investments designated as at FVTPL		676,703	730,149
<b>Total</b>		<b>2,699,689</b>	<b>2,951,299</b>
<b>II Other Income</b>	18	<b>869,028</b>	<b>14,616</b>
<b>III Total Income (I +II)</b>		<b>3,568,717</b>	<b>2,965,915</b>
<b>IV Expenses</b>			
Employee benefit expense	19	110,000	511,290
Other expense	20	1,413,548	675,835
Finance Cost	21	2,565,190	2,614,276
Loss on sale of mutual fund		-	282,554
<b>Total expenses (IV)</b>		<b>4,088,738</b>	<b>4,083,955</b>
<b>V Profit/ (loss) before exceptional items and tax (III-IV)</b>		<b>(520,021)</b>	<b>(1,118,040)</b>
<b>VI Exceptional items</b>		<b>-</b>	<b>-</b>
<b>VII Profit/ (loss) before tax (V-VI)</b>		<b>(520,021)</b>	<b>(1,118,040)</b>
<b>VIII Tax expense</b>			
a) Current Tax		185,000	572,790
b) Deferred Tax		175,943	168,895
c) Previous Year Tax adjustment		32,224	-
<b>IX Profit/ (loss) for the period (VII-VIII)</b>		<b>(913,187)</b>	<b>(1,859,725)</b>
<b>X Other Comprehensive Income/(Loss)</b>			
(i) Items that will not be reclassified to profit or loss			
(a)Equity instruments through other comprehensive income		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>XI Total comprehensive income for the period (X+XI)</b>		<b>(913,187)</b>	<b>(1,859,725)</b>
<b>XII Earnings per share</b>	25		
a) Basic		(0.91)	(1.86)
b) Diluted		(0.91)	(1.86)

The accompanying notes are an integral part of the financial statements (21-35)

As per our report of even date

**For Bhala & Bhala,**

Chartered Accountants

Firm Registration Number : 021008N

Sd/-

**Ashish Bhala**

(Partner)

M.No :508902

For and on Behalf of the Board

**For Fortune Industrial Resources Limited**

Sd/-

**Nishant Goyal**

(Whole Time Director)

DIN : 08153024

Sd/-

**Vicky Kumari**

(Director)

DIN:08248219

Sd/-

**Bharti**

(Company Secretary)

M No.A34492

Sd/-

**Umesh Kumar Gupta**

(CFO)

Place : Delhi

Date :26.05.2021



# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Standalone Cash Flow Statement for the period ended February 28, 2021

Particular	For the period ended February 28, 2021	Year ended March 31, 2020
<b>Cash flows from Operating Activities</b>		
Profit Before Tax	(520,021)	(1,118,040)
Adjustments for:		
Net Loss/(gain) arising on investments measured at FVTPL	(676,703)	(730,149)
Loss/(gain) on sale of mutual fund	-	282,554
<b>Operating Profit before working capital changes</b>	<b>(1,196,724)</b>	<b>(1,565,635)</b>
<b>Changes in Working Capital:</b>		
Adjustments for (increase)/decrease in operating assets		
Loans	-	
Other financial assets	193,302	(2,207,981)
Other current asset & non current assets	857,686	-
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	-	-
Other current liabilities	868,898	2,586,912
Other non-financial liabilities	202,336	169,178
<b>Cash generated from operations</b>	<b>925,498</b>	<b>(1,017,526)</b>
Income tax paid	(535,212)	108,980
<b>Net cash flow from Operating Activities (A)</b>	<b>390,286</b>	<b>(908,546)</b>
<b>Cash flows from Investing Activities</b>		
Proceeds from sale of Investments		
Interest received	-	-
<b>Net cash flow from / (used in) Investing Activities (B)</b>	<b>-</b>	<b>-</b>
<b>Cash flows from Financing Activities</b>		
Repayments of other than short term borrowings	-	-
Increase/(decrease) in short term borrowings	-	-
<b>Net cash flow from/(used in) Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>390,286</b>	<b>(908,546)</b>
Cash and Cash equivalents at the beginning of year	41,230	949,775
Cash and Cash equivalents at the end of the year	<b>431,516</b>	<b>41,230</b>

# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Statement of Changes in Equity for the year ended February 28, 2021

## A. Equity Share Capital

Particulars	No. of Shares	Amount (in Rs)
Balance as at April 01, 2019	1,000,000	10,000,000
Changes in Share Capital during the year	-	-
Balance as at March 31, 2020	1,000,000	10,000,000
Changes in Share Capital during the year	-	-
Balance as at February 28, 2021	1,000,000	10,000,000

## B. Other Equity

Particulars	Reserve and Surplus				Items of Other Comprehensive Income	Equity Component of	Total
	Special Reserve Fund	Securities Premium	Contingent Provision against Standard Assets	Retained Earnings	Equity instruments	Redeemable Preference Share Capital (Net of Deferred Tax)	
Balance as at April 01, 2019	3,783,986	40,454,567	53,750	226,338,292	32,674,527	454,546	303,759,669
Transfer to Special Reserve fund	-	-	-	-	-	-	-
Transfer to Standard Asset Reserve	-	-	-	-	-	-	-
Profit for the year	-	-	-	(1,859,725)	-	-	(1,859,725)
Fair value of equity instruments	-	-	-	-	-	-	-
Reversal of excess income tax provision	-	-	-	92,011	-	-	92,011
Balance as at March 31, 2020	3,783,986	40,454,567	53,750	224,570,578	32,674,527	454,546	301,991,955
Transfer to Special Reserve Fund	-	-	-	-	-	-	-
Reversal of excess income tax provision	-	-	-	-	-	-	-
Profit for the year	-	-	-	(913,187)	-	-	(913,187)
Other adjustments	-	-	-	-	-	-	-
Balance as at February 28, 2021	3,783,986	40,454,567	53,750	223,657,391	32,674,527	454,546	301,078,768

Summary of significant accounting policies (1-2)

The accompanying notes are an integral part of the financial statements (21-35)

As per our report of even date  
For Bhala & Bhala,  
Chartered Accountants  
Firm Registration Number : 021008N

For and on Behalf of the Board  
For Fortune Industrial Resources Limited

Sd/-  
Ashish Bhala  
(Partner)  
M.No :508902

Sd/-  
Nishant Goyal  
(Whole Time Director)  
DIN : 08153024

Sd/-  
Vicky Kumari  
(Director)  
DIN:08248219

Sd/-  
Bharti  
(Company Secretary)  
M No.A34492

Sd/-  
Umesh Kumar Gupta  
(CFO)

Place : Delhi  
Date: 26.05.2021

**Details relating to Preference Share Capital**

Amount in Rs

Particulars	As at February 28,2021	As at March 31, 2020
<b>Authorised</b>		
1,00,000 Preference Shares of Rs 10/-each.	1,000,000	1,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b>		
1,00,000 Preference Shares of Rs 10/-each.	1,000,000	1,000,000
<b>Total</b>	<b>1,000,000</b>	<b>1,000,000</b>

**(a) Reconciliation of shares outstanding at the beginning and at end of the year:**

Particulars	As at February 28,2021		As at March 31, 2020	
	No of Shares	Amount	No of Shares	Amount
Opening Balance	100,000	1,000,000	100,000	1,000,000
Add:- Addition during the Year	-	-	-	-
Less:- Deletion during the Year	-	-	-	-
<b>Closing Balance</b>	<b>100,000</b>	<b>1,000,000</b>	<b>100,000</b>	<b>1,000,000</b>

**(b) Terms/rights attached to Preference shares**

- The Issue of 100000, Non-Convertible Redeemable Preference Shares (NCRPS) of Rs 10/- each at premium of Rs 890/- each has been made on March 31, 2011.
- The NCRPS shall confer the same voting rights as Ordinary Shares of the Company.
- NCRPS are not entitled to participate in any distributions declared in respect of Ordinary Shares.
- NCRPS rank in priority to Ordinary Shares of the Company in the event of the winding of the Company but behind any creditors of the Company
- NCRPS do not carry any interest rate
- NCRPS shall not be convertible into equity shares
- NCRPS will be unlisted securities and are freely transferable by private treaty.
- NCRPS shall be redeemable at the the end of 20 years from the date of issue .

**(c) Details of Shareholders holding more than 5% Preference shares in the company**

Name of Shareholder	As at February 28,2021		As at March 31, 2020	
	No. of Pref Shares	Percentage Holding	No. of Pref Shares	Percentage Holding
M/s Maksad Buidcon Private Limited Business	55,556	55.56%	55,556	55.56%
M/s Maksad Infracon Private Limited Business	44,444	44.44%	44,444	44.44%
	100,000	100.00%	100,000	100.00%

**FORTUNE INDUSTRIAL RESOURCES LIMITED**

CIN:L51503DL1986PLC024329

Notes to Financial Statements for the year ended February 28, 2021

**Note 3 : Cash and Cash Equivalents**

Particulars	As at February 28, 2021	As at March 31, 2020
Cash on hand	104,159	8,142
Balances with banks		
- current account	327,357	33,088
<b>Total</b>	<b>431,516</b>	<b>41,230</b>

**Note 4 : Trade Receivables**

Particulars	As at February 28, 2021	As at March 31, 2020
Trade Receivables		
Receivables considered good - Secured;	-	-
Receivables considered good - Unsecured	20,000,000	20,000,000
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less :Allowance for impairment loss	-	-
<b>Total</b>	<b>20,000,000</b>	<b>20,000,000</b>

**Note 5 : Loans**

Particulars	As at February 28, 2021	As at March 31, 2020
<b>Loans Repayable on Demand (at amortised cost)</b>		
Aarey Organic Industries Pvt. Ltd.	18,000,000	18,000,000
Aditri Chemicals & Minerals Pvt. Ltd.	3,500,000	3,500,000
Less: Impairment loss allowance	-	-
<b>Total</b>	<b>21,500,000</b>	<b>21,500,000</b>

**Note 6: - Investments**

Particulars	Unit		As at February 28, 2021	As at March 31, 2020
	{ 2021 }	[ 2020 ]		
<b>Unquoted</b>				
<b>Investments in Fully paid up equity shares</b>				
<b>In Others (at FVTOCI)</b>				
HAL Offshore Limited	{22600}	[22600]	64,341,000	64,340,999
Moon Beverages Limited	{527198}	[527198]	324,534,081	324,534,081
Saptrishi Finance Limited	{809120}	[809120]	9,374,823	9,374,823
Total of Unquoted Investments (A)			398,249,904	398,249,904
<b>Quoted</b>				
<b>Investments in Mutual Fund</b>				
<b>(at FVTPL)</b>				
Nippon India Strategic Debt Fund-Growth Plan	{253779.53}	[-]	10,263,250	9,586,547
Total of Quoted Investments (B)			10,263,250	9,586,547
<b>Total(A+B)</b>			<b>408,513,154</b>	<b>407,836,451</b>



**Note 7 : Other Financial Assets**

Particulars	As at February 28, 2021	As at March 31, 2020
Rent Recievable	204,000	204,000
Interest Receivable	2,014,679	2,207,981
<b>Total</b>	<b>2,218,679</b>	<b>2,411,981</b>

**Note 8 : Bank Deposit**

Particulars	As at February 28, 2021	As at March 31, 2020
FDR with PNB bank	3,300,000	-
<b>Total</b>	<b>3,300,000</b>	<b>-</b>

**Note 9 : Current Tax Liability/(Assets) (Net)**

Particulars	As at February 28, 2021	As at March 31, 2020
Income Tax	185,000	572,790
Less : Advance Tax/ TDS/ TCS	152,312	222,114
<b>Total</b>	<b>32,688</b>	<b>350,676</b>

**Note 10 : Investment Property**

Particulars	As at February 28, 2021	As at March 31, 2020
Flat in Delhi		
Opening Balance	648,101	648,101
Addition	-	-
Disposals	-	-
Other adjustments	-	-
Depreciation during the year	-	-
Impairment Loss/ other reversals	-	-
Closing Balance	648,101	648,101
<b>Total</b>	<b>648,101</b>	<b>648,101</b>

**Note 11 : Other Non Financial Assets**

Particulars	As at February 28, 2021	As at March 31, 2020
Income Tax Paid against Appeal AY 2011-12	-	4,157,686
<b>Total</b>	<b>-</b>	<b>4,157,686</b>

**Note 12: Other Financial Liabilites**

Particulars	As at February 28, 2021	As at March 31, 2020
Advance received	-	1,350,000
Liability Component of Redeemable Preference Share Capital	42,525,246	39,961,076
Liability for Expenses	580,591	925,863
<b>Total</b>	<b>43,105,837</b>	<b>42,236,939</b>

**Note 13: Deferred Tax Liability**

Significant components of deferred tax liabilities (net) as at February 28, 2021 are as follows:

Particulars	Opening Balance (As at April 01, 2020)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at Feb 28, 2021)
<b>Deferred tax (assets) in relation to:</b>				
origination and reversal of temporary differences	281,524	-	-	281,524
	<b>281,524</b>	<b>-</b>	<b>-</b>	<b>281,524</b>
<b>Deferred tax (liabilities) in relation to:</b>				
Liability Component of Preference Share Capital	14,187,336	-	-	14,187,336
Fair value of investments	87,818,517	175,943	-	87,994,460
origination and reversal of temporary differences	104,535	-	-	104,535
	<b>102,110,388</b>	<b>175,943</b>	<b>-</b>	<b>102,286,331</b>
<b>Deferred Tax Liabilities (net)</b>	<b>101,828,864</b>	<b>175,943</b>	<b>-</b>	<b>102,004,807</b>

Significant components of deferred tax liabilities (net) as at March 31, 2020 are as follows:

Particulars	Opening Balance (As at April 01, 2019)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at March 31, 2020)
<b>Deferred tax (assets) in relation to:</b>				
origination and reversal of temporary differences	208,060	73,464	-	281,524
	<b>208,060</b>	<b>73,464</b>	<b>-</b>	<b>281,524</b>
<b>Deferred tax (liabilities) in relation to:</b>				
Liability Component of Preference Share Capital	14,187,336		-	14,187,336
Fair value of investments	87,628,679	189,839	-	87,818,517
origination and reversal of temporary differences	52,015	52,520	-	104,535
	<b>101,868,029</b>	<b>242,359</b>	<b>-</b>	<b>102,110,388</b>
<b>Deferred Tax Liabilities (net)</b>	<b>101,659,969</b>	<b>168,895</b>	<b>-</b>	<b>101,828,864</b>

**Note 14 : Other Non Financial Liabilities**

Particulars	As at February 28, 2021	As at March 31, 2020
Statutory Liabilities	4,913	12,690
Other payables	384,438	174,325
<b>Total</b>	<b>389,351</b>	<b>187,015</b>

**Note 15: Equity Share Capital**

	As at February 28 , 2021		As at March 31, 2020	
Authorised	No. of Shares	Amount	No. of Shares	Amount
Equity shares of Rs. 10 each	2,900,000	29,000,000	2,900,000	29,000,000
	2,900,000	29,000,000	2,900,000	29,000,000

**Issued, subscribed and fully paid-up**

Equity shares of Rs. 10 each	1,000,000	10,000,000	1,000,000	10,000,000
	1,000,000	10,000,000	1,000,000	10,000,000

**(a) Reconciliation of number of shares**

Particulars	As at February 28 , 2021		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
At the beginning of the year	1,000,000	10,000,000	1,000,000	10,000,000
Changes during the year	-	-	-	-
<b>At the end of the year</b>	<b>1,000,000</b>	<b>10,000,000</b>	<b>1,000,000</b>	<b>10,000,000</b>

**(b) Rights, preferences and restrictions attached to shares**

**Equity Shares**

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. The dividend, if any 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.

**c) Detail of Equity shareholders holding more than 5% shares in the Company**

Name of share holders	As at February 28 , 2021		As at March 31, 2020	
	Numbers	% of holding	Numbers	% of holding
Mr. Sanjeev Agarwal	420,500	42.05%	420,500	42.05%
Mrs. Prabha Agarwal	100,000	10.00%	100,000	10.00%
Mrs. Deepti Agarwal	95,800	9.58%	95,800	9.58%
Mr. Mukesh Agarwal	69,200	6.92%	69,200	6.92%

**Note 16: Other Equity**

Particulars	As at February 28 , 2021	As at March 31 , 2020
<b>Securities Premium</b>		
Opening balance	40,454,567	40,454,567
Less: Ind AS Adjustments (Net of deferred tax)	-	-
Closing balance	<u>40,454,567</u>	<u>40,454,567</u>
<b>Special Reserve Fund</b>		
Opening balance	3,783,986	3,783,986
Add: Created during the year	-	-
Less: Utilised during the year	-	-
Closing balance	<u>3,783,986</u>	<u>3,783,986</u>
<b>Contingent Provision against standard assets</b>	<b>53,750</b>	<b>53,750</b>
<b>Retained Earnings</b>		
Opening balance	224,570,578	226,338,292
Add: Profit for the year transferred from the Statement of Profit and Loss	(913,187)	(1,859,725)
Less: Transfer to Special Reserve Fund	-	-
Less : Transfer to Standard Assets Reserve	-	-
Add:Reversal of excess provision made for I.Tax & previous years I.Tax	-	92,011
Refund Received	-	-
Add: Ind AS adjustment	-	-
Closing Balance	<u>223,657,391</u>	<u>224,570,578</u>
<b>Other Comprehensive Income</b>		
Opening Balance	32,674,527	32,674,527
Add : Equity Instruments through Other Comprehensive Income	-	-
Less : Income tax related to OCI	-	-
Closing Balance	<u>32,674,527</u>	<u>32,674,527</u>
Equity Component of Redeemable Preference Share Capital (net of Deferred Tax)	454,546	454,546
<b>Total Other Equity</b>	<b><u>301,078,768</u></b>	<b><u>301,991,955</u></b>

**Nature and purpose of reserves****(a)Securities Premium**

Securities premium represents amount of premium received on issue of Preference Share Capital net of expense incurred on issue of shares.This amount is utilised in accordance with the provisions of the Companies Act, 2013.

**(b)Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934**

Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934 represents transfer from retained earning @ 20 % of net profit after tax for the year as disclosed in profit and loss account and before any dividend is declared.

**(c)Contingent Provision against standard assets**

Provision for Standard Assets is created at 0.25 percent of the outstanding risk weighted assets, which shall not be reckoned for arriving at net NPAs.These are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses.

**(d)Retained earnings**

Retained earnings represent profits and items of Statement of profit & loss recognised directly in retained earnings earned by the Company less dividend distributions and transfer to and from other reserves.

**(d)Other Comprehensive Income**

The Company elected to recognise changes in the fair value of certain investment in equity instruments through other comprehensive income. This reserves represents cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. When the asset is derecognized,amounts in the reserve are subsequently transferred to retained earnings and not to standalone statement of profit and loss. Dividends on such investments are recognized as profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

**(e)Equity Component of Redeemable Preference Share Capital**

It represents the Equity part of Redeemable Preference Share Capital net of deferred Tax impact .

(f) Fair value of Investments in unquoted Equity Instruments as on 31.03.2020 has been arrived at on the basis of Book Value of respective investments in Equity instruments ,computed relying upon audited financials statements as on 31.03.2019 only

# FORTUNE INDUSTRIAL RESOURCES LIMITED

CIN:L51503DL1986PLC024329

Notes to Financial Statements for the year ended February 28, 2021

## Note 17: Interest Income

<u>Particulars</u>	Year Ended	
	February 28, 2021	Year Ended March 31, 2020
Interest on Loans	2,022,986	2,221,150
	<b>2,022,986</b>	<b>2,221,150</b>

## Note 18: Other Income

<u>Particulars</u>	Year Ended	
	February 28, 2021	Year Ended March 31, 2020
Interest on Income Tax Refund	832,997	-
Interest on FDR	36,024	-
Short and Excess	7	-
	<b>869,028</b>	<b>-</b>

## Note 19: Employee Benefit Expenses

<u>Particulars</u>	Year Ended	
	February 28, 2021	Year Ended March 31, 2020
Salaries & Wages	110,000	511,290
	<b>110,000</b>	<b>511,290</b>

## Note 20: Other Expenses

<u>Particulars</u>	Year Ended	
	February 28, 2021	Year Ended March 31, 2020
Audit Fees	75,000	118,000
Cost of Advertising	5,292	28,812
Bank Charges	520	745
Conveyance Expenses	4,000	46,713
Fee & Taxes	239,810	92,956
Legal & Professional Charges	1,057,120	262,375
Office Rent & Maintenance	-	60,170
Postage & Telegram	-	-
Printing & Stationary	6,207	11,465
Internet & Domain Expenses	5,599	4,599
Director Sitting Fees	20,000	50,000
	<b>1,413,548</b>	<b>675,835</b>

## Note 21: Finance Cost

<u>Particulars</u>	Year Ended	
	February 28, 2021	Year Ended March 31, 2020
Liability Component of Redeemable Preference Share Capital	2,564,170	2,614,276
Interest on late payment of TDS	1,020	-
	<b>2,565,190</b>	<b>2,614,276</b>



May 26, 2021

To,  
**Board of Directors,**  
**Indus Netlink Limited**  
25, Bazar Lane, Bengali Market,  
Connaught Place,  
**New Delhi 110 001**

**Subject: Scheme of Amalgamation of Indus Netlink Ltd ("INL" or "Transferor Company 1"), Castle Rock Advisors Pvt. Ltd. ("CRAPL" or "Transferor Company 2") and K2 Infosolutions Pvt. Ltd. ("KIPL" or "Transferor Company 3") with Fortune Industrial Resources Ltd. ("FIRL" or "Transferee Company" or "the Company") and their respective Shareholders and Creditors under Section 230 & 232 of the Companies Act 2013.**

This is with reference to our Engagement Letter dated September 24, 2020 entered with the Company inter-alia certifying the accuracy and adequacy of the disclosures made in the abridged prospectus prepared by the Management of INL, to be sent to the shareholders of the Company, pursuant to Scheme.

The Scheme involves merging of INL, CRAPL and KIPL with FIRL. Accordingly, we have been provided the Abridged Prospectus May 26, 2021 ("**Abridged Prospectus**" enclosed as **Annexure I**) as prepared by the Management of INL. The Abridged Prospectus will be circulated to the Members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Shareholder's notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Management of INL, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") read with the format provided in in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable ("**Abridged Prospectus Format**").

The above confirmation is based on the information furnished and explanations provided to us by the Management of INL and assuming the same is complete and accurate in all material aspects on and is basis. We have relied upon the financials, information and representations furnished to as on and is basis and we have not carried out any audit of such information. Our scope of work does not constitute an audit of the financial information and accordingly, we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at May 26, 2021.





This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction.

This certificate is not, nor should it be construed to be, a certification of the compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of the equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme for or as to the financial performance of the Company following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy/sell/hold any stake in the Company or any of its related parties (Holding Company/Subsidiary/Associates/Joint Ventures etc.)

**For SMC Capitals Limited**

A handwritten signature in blue ink, followed by a circular blue stamp. The stamp contains the text "SMC Capitals Ltd" around the top edge, "Mumbai" in the center, and a small star at the bottom.

Name: Satish Mangutkar

Designation: Vice - President

SEBI Registration No: INM000011427

Encl: As above.

IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION OF INDUS NETLINK LIMITED, CASTLE ROCK ADVISORS PRIVATE LIMITED AND K2 INFOSOLUTIONS PRIVATE LIMITED WITH FORTUNE INDUSTRIAL RESOURCES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE ‘SCHEME’).

This is an Abridged Prospectus prepared to comply with the requirement of Regulation 37 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSISTS OF 15 PAGES. WE REQUEST YOU TO ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is required to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures in Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable (“Abridged Prospectus”). Fortune Industrial Resources Limited (herein after referred to as the ‘Resulting Company’ or the ‘Transferee Company’ or ‘FIRL’) is listed on Metropolitan Stock Exchange of India Limited (hereinafter referred to as ‘MSEI’). Pursuant to this scheme there is no issuance of equity to public at large, except to the existing shareholders of Indus Netlink Limited (herein after referred to as the ‘Transferor Company No. 1’ or ‘INL’), Castle Rock Advisors Private Limited (herein after referred to as the ‘Transferor Company No. 2’ or ‘CRAPL’) and K2 Infosolutions Private Limited (herein after referred to as the ‘Transferor Company No. 3’ or ‘KIPL’), collectively referred to as “Transferor Companies”. The equity shares so issued would be listed on MSEI under Regulations 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and the Transferee Company and also by the Audit Committee of the Transferee Company vide their resolution dated 22<sup>nd</sup> September, 2020; and copy of the Share Valuation/ Swap Ratio Report issued by M/s. DABSK & Co., Chartered Accountants dated September 22, 2020 and Fairness Opinion report issued by SMC Capitals Limited dated September 22, 2020 from the website of MSEI where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. [www.msei.in](http://www.msei.in). A copy of the Abridged Prospectus shall also be submitted to Securities and Exchange Board of India (herein after referred to as ‘SEBI’).

for INDUS NETLINK LIMITED

  
Authorized Signatory/Director



## INDUS NETLINK LIMITED

Regd. Office: 25, Bazar Lane, Bengali Market, New Delhi, 110 001

Tel: [011-23731230]; e-mail: [indus08@yahoo.com](mailto:indus08@yahoo.com);

Contact Person: Shilendra Singh Chauhan, Director

CIN: U74899DL2000PLC105154

### Promoters of the Company:

1. Mr. Sanjeev Agrawal
2. Mr. Anant Agarwal
3. Gemini Buildtech Private Limited
4. Moon beverages Limited
5. Jasgold Offshore Services Private Limited
6. RPG Securities and Financial Services Limited
7. PNR Systems Private Limited
8. Swastik Calltech Private Limited
9. Competent Infoways Private Limited
10. Passion IT Solutions Private Limited

## OFFER DETAILS, LISTING AND PROCEDURE

The proposed issue of equity shares is pursuant to the composite scheme of amalgamation presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Private Limited with Fortune Industrial Resources Limited and their respective Shareholders and Creditors as approved by the respective Board of Directors on 22nd September, 2020 ("Scheme") and accordingly, there shall be no price band or minimum size applicable to the proposed issue of equity shares of Fortune Industrial Resources Limited. The equity shares are proposed to be listed on Metropolitan Stock Exchange of India Limited ("MSEI").

## PROCEDURE

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving Scheme being filed with the Relevant Registrar of Companies, the Company shall issue and allot equity shares to the shareholders of the Transferor Companies as per the share exchange ratios as set out in the Scheme. No further steps or actions would be required to be undertaken by the Shareholders of the Transferor Companies to be entitled to receive equity shares.

The equity shares so allotted shall be listed on MSEI pursuant to an exemption application under Rule 19(7) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR") for relaxation of strict application of Rule 19(2)(b) of the SCRR, with MSEI.

## ELIGIBILITY

Since the Equity Shares shall be allotted pursuant to the provisions of the Scheme, eligibility conditions under Regulations 6(1) and 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

for INDUS NETLINK LIMITED



Authorized Signatory/Director



Persons who are shareholders of the Transferor Companies, post effectiveness of the Scheme shall be eligible to receive Equity Shares of FIRL, pursuant to the provisions of the Scheme.

#### INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme, and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including SEBI, Stock Exchanges and the NCLT. As such, the time frame cannot be ascertained with certainty, however, in general, it may take 5 to 6 months after the shareholder's meeting.

#### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this offer, including the risks involved. The equity shares have not been recommended or approved by the Securities & Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the Investors is invited to the section "Risk Factors" at Page 14 of this Abridged Prospectus.

#### PRICE INFORMATION OF LEAD MANAGER

Issue Name	Merchant Banker	+/- % change in closing price, [=/- % change in closing benchmark]		
		30 <sup>th</sup> Calendar day from listing	90 <sup>th</sup> calendar day from listing	180 <sup>th</sup> calendar day from listing
Not Applicable-				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Companies pursuant to Scheme of Amalgamation between the Transferor Companies and the Transferee Company.				

<b>Lead Manager</b>	<b>SMC Capitals Limited</b> A- 401/402, Lotus Corporate Park, Off Western Express Highway, Jai Coach Signal, Goregaon (East), Mumbai 400063. Tel No: +91 22 66481818 Email: <a href="mailto:advisory@smccapitals.com">advisory@smccapitals.com</a>
<b>Statutory Auditor</b>	<b>M/s. AVR &amp; Associates,</b> Chartered Accountants, Address: 701/702 R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi- 110034 Tel No: 011-41053317 Email: <a href="mailto:anil.verma@apac.in">anil.verma@apac.in</a> Website: <a href="http://www.apac.in">www.apac.in</a>
<b>Syndicate Member</b>	<b>Not Applicable</b> - Since the proposed issue is not to public shareholders but to the shareholders of the Transferor
<b>Registrar to the Issue</b>	
<b>Credit Rating Agency</b>	

FOR INDUS NETLINK LIMITED



Authorized Signatory/Director

<b>Debenture Trustee</b>	Companies pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company
<b>Self-Certified Syndicate Banks</b>	
<b>Non-Syndicate Registered Brokers</b>	

#### Promoter Group – Indus Netlink Limited

- Mr. Sanjeev Agrawal**, aged about 57 years is the promoter of the Company. He is a Post Graduate in Management from Coca Cola University, Atlanta, USA, as well as, Gold Medalist in Master of Commerce from Kanpur University, Kanpur. He has more than 28 years of experience of managing and handling various businesses of the MMG Group, viz., Beverages, Offshore, EPC, Hospitality, real estate, NBFC etc. He started the business in 1987.
- Mr. Anant Agrawal**, aged about 29 years, is Post Graduate in Commerce by qualification. After completing his education, he joined MMG group and is presently spear heading the beverages, Offshore, EPC division and other related operations of the Group.
- Gemini Buildtech Private Limited:** A company registered under the Companies Act, 1956 having its registered office at 25, Bazar Lane, Bengali Market, New Delhi- 110001. The Company is involved in the business of owners, builders, colonizers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainers of residential, commercial and industrial buildings, colonies, hotels, mill's and factory's sheds and buildings, workshop's buildings, cinema's house buildings and to deal in all kinds of immovable properties.

#### Shareholding:

S. No	Name of Shareholders Promoter	No. of Shares	% Shareholding
1	Swastik Calltech Pvt Ltd	7,800	16.47
2	SE Finvest Private Limited	7,000	14.79
3	Shramika Buildcon Private Limited	6,500	13.73
4	Koa Investment Limited	3,500	7.39
5	Mr. Sanjeev Agrawal	15,750	33.26
6	HAL Offshore Ltd	6,800	14.36
	<b>Total</b>	<b>47,350</b>	<b>100.00</b>

#### Board of Directors:

S. No.	Name	Designation	DIN
1	Mr. Raman Kumar Mittal	Director	02504654
2	Mr. Anurag Agarwal	Director	06931771

- Moon Beverages Limited:** A Public Limited Company incorporated on 09th January, 1987 under Companies Act, 1956 having its registered office situated at 25, Bazar Lane, Bengali Market, New Delhi- 110001 having its main object as; to manufacture, produce, refine, preserve, process, formulate, mix or prepare or otherwise acquire, invest in, own, hold lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with

for INDUS NETLINK LIMITED



Authorized Signatory/Director



import and export or otherwise deal in any or all classes and kind of processed foods, biscuits, bread and other bakery products, confectionery, snack foods, breakfast food, frozen, dehydrated and canned products, pickles, murrabbas and other preserved and provision food products, syrups, squashes and other food product, baby foods, health foods, fruits, vegetables and cereal products, milk products, poultry, eggs, meat and sea foods, drinks(heard and soft) own or under Franchise agreement instant mixes, curry powder, spices, massallas kiryana and dry fruits.

#### Shareholding:

S. No	Name of Shareholders Promoter	No. of Shares	% Shareholding
1	Mr. Sanjeev Agrawal	5,56,704	20.29
2	Mrs. Deepti Agarwal	68,265	2.49
3	Mr. Anant Agarwal	59,000	2.15
4	Fortune Industrial Resources Limited	5,27,198	19.22
5	Saptrishi Finance Limited	2,57,500	9.39
6	RPG Securities & Financial Services Limited	31,490	1.15
7	HAL Offshore Limited	2,94,598	10.74
8	SE Finvest Private Limited	2,800	0.10
9	Metbrass Plassim India Limited	26,025	0.95
10	Trimurti Petrochemicals & Allied Services Private Limited	59,830	2.18
11	Maksad Infracon Private Limited	1,25,850	4.59
12	Maksad Buildcon Private Limited	50,000	1.82
13	Superior Industrial Enterprises Limited	3,16,000	11.52
14	Rinkpi Finance & Consultants Private Limited	1,000	0.04
15	RPL Capital Finance Limited	20,300	0.74
16	Prince IT Solutions Private Limited	27,000	0.98
17	Maksad Buildwell Private Limited	3,000	0.11
	<b>Public Shareholders</b>		
18	Lakhotia Impex Private Limited	1,05,500	3.85
19	Castle Rock Advisors Private Limited	37,500	1.37
20	K2 Infosolutions Private Limited	5,500	0.20
21	Koa Investment Limited	15,300	0.56
22	Veneet Capital Services Private Limited	1,52,750	5.57
	<b>Total</b>	<b>27,43,110</b>	<b>100.00</b>

#### Board of Directors:

S. No.	Name	Designation	DIN
1	Ms. Divya Mehrotra	Director	00006494
2	Mr. Vijay Kumar Gupta	Director	00022885
3	Mr. Mukesh Kumar Agarwal	Whole Time Director	00810649
4	Mr. Rajeev Goel	Director	02312655

for INDUS NETLINK LIMITED



Authorized Signatory/Director

5	Mr. Krishna Kumar Agarwal	Whole Time Director	06713077
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5. **Jasgold Offshore Services Private Limited:** A private Limited company incorporated on 02<sup>nd</sup> December, 1996, under the Companies Act, 1956 having its registered office situated at G-22/351, Ground Floor, Sector-7, Rohini, Delhi- 110085 having its main objective as; to carry on the business of general finance company and to finance for purchase or sell either on cash, installments, hire purchase, lease, or on any other such basis and arrangement and upon such terms and conditions all or any of the articles and things of motor carrier, motor cycles, scooters etc. and to lend money on any terms that may be thought fit to any persons or companies or customers having dealings with the company.

**Shareholding:**

S. No	Name of Shareholders	No. of Shares	% Shareholding
1	Mr. Anant Agrawal	23,760	30.00
2	HAL Offshore Limited	55,440	70.00
	<b>Total</b>	<b>79,200</b>	<b>100.00</b>

**Board of Directors:**

S. No.	Name	Designation	DIN
1	Mr. Manoj Jain	Director	00009740
2	Mr. Shailendra Singh Chauhan	Director	07545559

6. **RPG Securities and Financial Services Limited:** A company incorporated on 12<sup>th</sup> February, 1993 under the Companies Act, 1956 having its registered office situated at G-22/351, Ground Floor, Sector-7, Rohini, New Delhi- 110085 having its main objectives as; to carry on the business of stock and share broker and to deal in shares, securities, debentures of all types of private and public sector company and to deal in Government Securities and all other type of securities and actionable claim and to hold them as investments.

**Shareholding:**

S. No	Name of Shareholders Promoter	No. of Shares	% Shareholding
1	Mr. Sanjeev Agrawal	12,500	1.24
2	Mrs. Gauri Agrawal	50,000	4.94
3	Moon Beverages Limited	5,000	0.49
4	Maksad Buildcon Private Limited	60,000	5.93
5	M/s Competent Infoways Pvt Ltd	34,200	3.38
6	M/s Gemini Buildtech Pvt Ltd.	47,130	4.66
7	M/s SE Finvest Pvt Ltd.	50,250	4.97
8	M/s ShramikaBuildconPvt Ltd.	48,000	4.75
9	M/s SwastikCalltech Private Limited	88,906	8.79
10	M/s Indus Netlink Limited	66,833	6.61
11	M/s Empire Fincap Private Limited	124,050	12.27
12	M/s RPL Capital Finance Limited	7,300	0.72

for INDUS NETLINK LIMITED

  
Authorized Signatory/Director



13	M/s HAL Offshore Limited	46,000	4.55
14	M/s Passion IT Solutions Private Limited	40,333	3.99
15	Trimurti Petrochemicals & Allied Services Pvt Ltd	11,200	1.11
	<b>Public Shareholders</b>		
16	Mr. Jitendra Bansal	4500	0.45
17	Ethenic Builders Pvt Ltd	35,000	3.46
18	Mr . K K Bajaj	27,500	2.72
19	Mr. Sanjay Agarwal	17,500	1.73
20	Mr. Manoj Kumar	50,000	4.94
21	Mr. Kamal Aggarwal	25,000	2.47
22	Mr. Sachin Kumar	12,783	1.26
23	M/s Maksad InfraconPvt Ltd	100,000	9.89
24	M/s Lyca Estate Pvt Ltd	47,150	4.66
	<b>Total</b>	<b>10,11,135</b>	<b>100</b>

#### Board of Directors:

S. No.	Name	Designation	DIN
1	Mr. Ankit Kumar Agrawal	Director	06993515
2	Mr. Shailendra Singh Chauhan	Director	07545559
3	Mr. Hardik Arora	Director	08423803

7. **PNR Systems Private Limited:** A company incorporated on 04<sup>th</sup> July, 2001 under the Companies Act, 1956 having its registered office situated at 25, Bazar Lane, Bengali Market, New Delhi-110001 having its main objectives as; to carry on the business of exporters, importers, servicing, consulting developing, designing, marketing, trading, selling, distributing and licensing computer software and hardware of any description, particularly those used in or in connections with electronic data processing equipment, computers, microprocessors based systems and providing software and hardware programming etc.

#### Shareholding:

S. No	Name of Shareholders Promoters	No. of Shares	% Shareholding
1	Saptrishi Finance Limited	1,95,000	19.50
2	Fortune Industrial Resources Limited	1,95,000	19.50
3	Indo Gulf Infrastructure & Investment Private Limited	1,95,000	19.50
4	Mr. Sanjeev Agrawal	50,000	5.00
5	Focus Buildwell Private Limited	50,000	5.00
6	SE Finvest Private Limited	60,000	6.00
7	Mr. Varinder Pal Singh Kandari	1,80,000	18.00
8	Ms. Neena Kaur Kandhari	75,000	7.50
	<b>Total</b>	<b>10,00,000</b>	<b>100</b>

for INDUS NETLINK LIMITED



Authorized Signatory/Director

**Board of Directors:**

S. No.	Name	Designation	DIN
1	Mr. Sanjeev Agrawal	Director	00282059
2	Mr. Rashmi Kant Mittal	Director	01812102
3	Mr. Varinder Pal Singh Kandari	Director	00029135
4	Mr. Taran Pal Singh Kandhari	Director	02480302

8. **Swastik Calltech Private Limited:** A company incorporated on 11<sup>th</sup> May, 2004 under the Companies Act, 1956 having its registered office situated at 25, Bazar Lane, Bengali Market, New Delhi- 110001 having main objects as; to carry on the business of information technology, data processing and set up Business Process Outsourcing Units(s) Contact Centers, Call Centers for sale and customer service both inbound and outbound including web enabled, data and transaction processing and such allied activities in the field of information technology enabled services.


**Shareholding:**

S. No	Name of Shareholders Promoters	No. of Shares	% Shareholding
1	Mr. Sanjeev Agrawal	12,800	23.88
2	Sanjeev Agrawal HUF	1,600	2.99
3	Competent Infoways P. Ltd.	2,500	4.66
4	Koa Investment Limited	7,000	13.06
5	Mr. Rajeev Goel	2,500	4.66
6	HAL Offshore Ltd.	2,200	4.1
7	SE Finvest Private Limited	10,000	18.66
8	Unique Buildwell (India) Private Limited	2,000	3.73
9	Mr. Raj Kumar	2,500	4.66
10	Mr. Sumit Bhardwaj	2,500	4.66
11	Mr. Mahesh Kumar	2,500	4.66
12	Mr. Girjesh Singh	2,500	4.66
13	Mr. Sachin Kumar	2,500	4.66
14	Gemini Buildtech Private Limited	500	0.94
	<b>Total</b>	<b>53,600</b>	<b>100</b>

**Board of Directors:**

S. No.	Name	Designation	DIN
1	Mr. Raman Kumar Mittal	Director	02504654
2	Mr. Anurag Agarwal	Director	06931771

9. **Competent Infoways Private Limited:** A company incorporated on 25th January, 2008 under the Companies Act, 1956 having its registered office situated at 25, Bazar Lane, Bengali Market, New Delhi- 110001 having its main objectives as; to manufacture, trading and dealing in the field of computers, hardware, software and information technologies, to establish and run data processing/ computer center and to offer consultancy software development and data processing, data entry, online services and other services that are normally offered by data processing/ computer center to industrial, business and other types to customer and to impart training on electronic, data processing, computer software and hardware, to customers and others. **FOR INDUS NETLINK LIMITED**

  
Authorized Signatory/Director



**Shareholding:**

S. No	Name of Shareholders Promoters	No. of Shares	% Shareholding
1	Mr. Sanjeev Agrawal	2,74,500	40.07
2	Rinkpi Finance & Consultants Pvt Ltd.	1,00,690	14.7
3	Superior Calltech Private Limited	30,300	4.42
4	Trimurti Petrochemical & Allied Services Pvt Ltd	1,25,770	18.36
5	Shramika Buildcon Private Limited	17,210	2.51
6	Sunvision Properties Private Limited	275	0.04
7	K2 Infosolutions Private Limited	27,225	3.97
8	RPL Capital Finance Limited	1,09,160	15.93
	<b>Total</b>	<b>6,85,130</b>	<b>100</b>

**Board of Directors:**

S. No.	Name	Designation	DIN
1	Mr. Ankit Kumar Agrawal	Director	06993515
2	Mr. Shilendra Singh Chauhan	Director	07545559

- 10. Passion IT Solutions Private Limited:** A company incorporated on 25<sup>th</sup> January, 2008 under the Companies Act, 1956 having its registered office situated at 25, Bazar Lane, Bengali Market, New Delhi- 110001 having its main objectives as; to manufacture, trading and dealing in the field of computers, hardware, software and information technologies, to establish and run data processing/ computer center and to offer consultancy software development and data processing, data entry, online services and other services that are normally offered by data processing/ computer center to industrial, business and other types to customer and to impart training on electronic, data processing, computer software and hardware, to customers and others.

**Shareholding:**

S. No	Name of Shareholders Promoters	No. of Shares	% Shareholding
1	Mr. Sanjeev Agrawal	1,73,890	33.47
2	Mr. Anant Agrawal	92,350	17.78
3	Mr. Deepti Agrawal	1,15,000	22.14
4	Competent Infoways Pvt. Ltd.	10,500	2.02
5	SE Finvest Private Limited	5,000	0.96
6	Gemini Buildtech Private Limited	42,400	8.17
7	RPG Securities & Financial Services Ltd	9,000	1.73
8	Shramika Buildcon Pvt Ltd	14,260	2.74
9	Mr. Chander Prakash	20,500	3.95
10	Moon Beverages Limited	25,000	4.81
11	Koa Investment Limited	1,600	0.31
12	PNR Systems Pvt Ltd	10,000	1.92
	<b>Total</b>	<b>5,19,500</b>	<b>100</b>

for INDUS NETLINK LIMITED

  
Authorized Signatory/Director

**Board of Directors:**

S. No.	Name	Designation	DIN
1	Mr. Manoj Jain	Director	00009740
2	Mr. Shailendra Singh Chauhan	Director	07545559

**Business Overview & Strategy – Indus Netlink Limited**

INL is engaged in consultancy and other related activities. INL has deployed its idle funds in securities investments. INL is a closely held unlisted company.

**Board of Directors – Indus Netlink Limited**

Sr. No.	Name	Designation	Experience including current/ past position held in other firms
1.	Mr. Prince Goyal DIN: (00954215) PAN: (AGVPG4299C)	Director	More than 16 years of experience in administration
2	Mr. Ankit Kumar Agrawal DIN: (06993515) PAN: (ANOPA5861G)	Director	More than 10 years of experience in Finance Department
3	Mr. Shilendra Singh Chauhan DIN: (07545559) PAN: (AEQPC9158R)	Director	More than 30 years of experience in liasoning.

**OBJECTS**

Management of the Transferee Company and Transferor Companies is proposing to adopt a Scheme of Amalgamation (“the Scheme”) pursuant to Sections 230 & Section 232 of the Companies Act, 2013. As enumerated, in the scheme provided to us, Rationale and Benefits of the Scheme are as follows:

- a. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.
- b. The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilized by the Transferee Company for its NBFC Business only.
- c. The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed

for INDUS NETLINK LIMITED



Authorized Signatory/Director



amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.

- d. The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.
- e. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- f. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.
- g. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- h. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any of the Company in the preceding 10 years – Not Applicable**

**Details of any Monitoring Agency – Not Applicable**

**Terms of Issuance of Convertible Securities – Not Applicable**

## SHAREHOLDING

Shareholding pattern of INL as on date of Scheme is as follows:

### 1. Indus Netlink Limited

Sl. No.	Name	No. of Shareholder	% of Holding
	<b>Promoter Shareholders</b>		
1.	Mr. Sanjeev Agarwal	6,600	1.35
2.	Mr. Anant Agarwal	6,400	1.31
3.	M/s Gemini Buildtech Private Limited	10,000	2.05
4.	M/s Moon Beverages Limited	40,000	8.19
5.	M/s Jasgold Offshore Services Private Limited	88,250	18.06

**for INDUS NETLINK LIMITED**



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6.	M/s RPG Securities and Financial Services Limited	96,300	19.71
7.	M/s PNR Systems Private Limited	90,600	18.54
8.	M/s Swastik Calltech Private Limited	54,800	11.21
9.	M/s Competent Infoways Private Limited	30,000	6.14
10.	M/s Passion IT Solutions Private Limited	19,000	3.89
	<b>Public Shareholders</b>		
11.	Mr. K K Bajaj	19,000	3.89
12.	Mr. Manoj Jain	18,950	3.88
13.	Mr. Vikas Walia	3,950	0.81
14.	Mr. Chander Prakash	4,800	0.97
	<b>TOTAL</b>	<b>4,88,650</b>	<b>100.00</b>

Shareholding of FIRL as on date of Scheme and the indicative Post Scheme Shareholding is as under:

Transferee Company						
Fortune Industrial Resources Limited (EQUITY SHARES)						
Sr	Description	Name of shareholders	Pre-arrangement		Post -arrangement	
			No. of shares	%	No. of shares	%
(A)	<b>Shareholding of Promoter and Promoter Group</b>					
1	<b>Indian</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,18,126</b>	<b>41.94</b>
	Individuals/ Hindu Undivided Family					
		Sanjeev Agrawal	4,20,500	42.05	4,21,427	28.59
		Deepti Agrawal	95,800	9.58	95,800	6.50
		Prabha Rani Agrawal	1,00,000	10.00	1,00,000	6.78
		Anant Agarwal			899	0.06
(b)	Central Government/ State Government(s)	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	<b>60,246</b>	<b>4.09</b>
		Moon Beverages Limited			1,404	0.10
		Jasgold Offshore Services Private Limited			5,618	0.38
		RPG Securities and Financial Services Limited			12,395	0.84
		PNR Systems Private Limited			13,525	0.92
		Swastik Calltech Private Limited			12,725	0.86
		Competent Infoways Private Limited			7,697	0.52
		Passion IT Solutions Private Limited			4,213	0.29

for INDUS NETLINK LIMITED



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		Gemini Buildtech Private Limited			2,669	0.18
(d)	Financial Institutions/ Banks		-	-	-	-
(e)	Any Others		-	-	-	-
	<b>Sub Total(A)(1)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
<b>2</b>	<b>Foreign</b>					
(a)	Individuals (Non-Residents Individuals/		-	-	-	-
(b)	Foreign Individuals)		-	-	-	-
(c)	Bodies Corporate		-	-	-	-
(d)	Institutions		-	-	-	-
	Any Others		-	-	-	-
	<b>Sub Total(A)(2)</b>		-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
<b>(B)</b>						
<b>1</b>	<b>Public shareholding</b>					
(a)	<b>Institutions</b>					
(b)	Mutual Funds/ UTI		-	-	-	-
(c)	Financial Institutions / Banks		-	-	-	-
(d)	Central Government/ State Government(s)		-	-	-	-
(e)	Venture Capital Funds		-	-	-	-
(f)	Insurance Companies		-	-	-	-
(g)	Foreign Institutional Investors		-	-	-	-
(h)	Foreign Venture Capital Investors		-	-	-	-
	Any Other		-	-	-	-
	<b>Sub-Total (B)(1)</b>		-	-	-	-
<b>2</b>			-	-	-	-
(a)	<b>Non-institutions</b>					
(b)	Bodies Corporate		48,000	4.80	48,000	3.26
I	Individuals					
II	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		1,97,800	19.78	2,04,359	13.86
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		1,16,200	11.62	5,21,505	35.38

for INDUS NETLINK LIMITED



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	Any Other		21,700	2.17	21,700	1.47
	<b>Sub-Total (B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(C)</b>	<b>TOTAL (A)+(B)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>
	Shares held by Custodians and against which DRs have been issued		-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>

## FINANCIAL INFORMATION

	<i>Amt. in Rs.</i>			
<b>Particulars</b>	<b>28.02.2021</b>	<b>31.03.2020</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Total Income from Operations	-	-	-	2,41,810
Profit before Tax & Extraordinary items	(12,140)	(25,360)	(19,355)	1,10,310
Profit after Tax & Extraordinary items	(12,140)	(25,360)	(19,355)	1,10,310
Equity Share Capital	48,86,500	48,86,500	48,86,500	48,86,500
Reserves & Surplus	2,84,29,479	2,84,41,619	2,84,64,829	2,84,84,184
Net Worth	3,33,15,979	3,33,28,119	3,33,51,329	3,33,70,684
Basic EPS	(0.02)	(0.05)	(0.04)	0.23
Diluted EPS	(0.02)	(0.05)	(0.04)	0.23
Return on net Worth (%)	(2.48)%	(5.18)%	(3.96)%	22.57%
Net Asset Value per Share	68.17	68.20	68.25	68.29

## INTERNAL RISK FACTORS

Since upon effectiveness of the Scheme, Indus Netlink Limited will be amalgamated into Fortune Industrial Resources Limited, and shall be deemed to have been dissolved without winding up, this information is not applicable.

## SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

### 1. Indus Netlink Limited

- A. Total number of outstanding litigations against the company and amount involved. - Nil
- B. Brief Details of top 5 material outstanding litigations against the company and amount involved. - Nil
- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - Nil
- D. Brief details of outstanding criminal proceedings against Promoters. Nil

## DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board

**FOR INDUS NETLINK LIMITED**



Authorized Signatory/Director



of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

FOR INDUS NETLINK LIMITED

Name: Shilendra Singh Chauhan

Designation: Director



Authorized Signatory/Director

Place: New Delhi

Date: 26.05.2021

May 26, 2021

To,  
**Board of Directors**  
**Castle Rock Advisors Pvt. Ltd.**  
House No. 181, Block D, Pkt – 17,  
Sector – 03, Rohini  
New Delhi 110 085

**Subject: Scheme of Amalgamation of Indus Netlink Ltd (“INL” or “Transferor Company 1”), Castle Rock Advisors Pvt. Ltd. (“CRAPL” or “Transferor Company 2”) and K2 Infosolutions Pvt. Ltd. (“KIPL” or “Transferor Company 3”) with Fortune Industrial Resources Ltd. (“FIRL” or “Transferee Company” or “the Company”) and their respective Shareholders and Creditors under Section 230 & 232 of the Companies Act 2013.**

This is with reference to our Engagement Letter dated September 24, 2020 entered with the Company inter-alia certifying the accuracy and adequacy of the disclosures made in the abridged prospectus prepared by the Management of CRAPL, to be sent to the shareholders of the Company, pursuant to Scheme.

The Scheme involves merging of INL, CRAPL and KIPL with FIRL. Accordingly, we have been provided the Abridged Prospectus May 26, 2021 (**“Abridged Prospectus” enclosed as Annexure I**) as prepared by the Management of CRAPL. The Abridged Prospectus will be circulated to the Members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Shareholder’s notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Management of CRAPL, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**“SEBI Circular”**) read with the format provided in in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable (**“Abridged Prospectus Format”**).

The above confirmation is based on the information furnished and explanations provided to us by the Management of CRAPL and assuming the same is complete and accurate in all material aspects on and is basis. We have relied upon the financials, information and representations furnished to as on and is basis and we have not carried out any audit of such information. Our scope of work does not constitute an audit of the financial information and accordingly, we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at May 26, 2021. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction.





This certificate is not, nor should it be construed to be, a certification of the compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of the equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme for or as to the financial performance of the Company following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy/sell/hold any stake in the Company or any of its related parties (Holding Company/Subsidiary/Associates/Joint Ventures etc.)

**For SMC Capitals Limited**

A handwritten signature "S Mangutkar" in blue ink, followed by a circular blue stamp. The stamp contains the text "SMC Capitals" at the top, "Mumbai" in the center, and a small star at the bottom.

Name: Satish Mangutkar

Designation: Vice - President

SEBI Registration No: INM000011427

Encl: As above.

IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION OF INDUS NETLINK LIMITED, CASTLE ROCK ADVISORS PRIVATE LIMITED AND K2 INFOSOLUTIONS PRIVATE LIMITED WITH FORTUNE INDUSTRIAL RESOURCES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE ‘SCHEME’).

This is an Abridged Prospectus prepared to comply with the requirement of Regulation 37 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 PAGES. WE REQUEST YOU TO ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is required to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures in Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable (“Abridged Prospectus”). Fortune Industrial Resources Limited (herein after referred to as the ‘Resulting Company’ or the ‘Transferee Company’ or ‘FIRL’) is listed on Metropolitan Stock Exchange of India Limited (hereinafter referred to as ‘MSEI’). Pursuant to this scheme there is no issuance of equity to public at large, except to the existing shareholders of Indus Netlink Limited (herein after referred to as the ‘Transferor Company No. 1’ or ‘INL’), Castle Rock Advisors Private Limited (herein after referred to as the ‘Transferor Company No. 2’ or ‘CRAPL’) and K2 Infosolutions Private Limited (herein after referred to as the ‘Transferor Company No. 3’ or ‘KIPL’), collectively referred to as “Transferor Companies”. The equity shares so issued would be listed on MSEI under Regulations 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and the Transferee Company and also by the Audit Committee of the Transferee Company vide their resolution dated 22<sup>nd</sup> September, 2020; and copy of the Share Valuation/ Swap Ratio Report issued by M/s. DABSK & Co., Chartered Accountants dated September 22, 2020 and Fairness Opinion report issued by SMC Capitals Limited dated September 22, 2020 from the website of MSEI where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. [www.msei.in](http://www.msei.in). A copy of the Abridged Prospectus shall also be submitted to Securities and Exchange Board of India (herein after referred to as ‘SEBI’).

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
Director/Authorised Signatory



## CASTLE ROCK ADVISORS PRIVATE LIMITED

Regd. Office: House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085

Tel: 011-41053317; e-mail: [castlerockadvisory@gmail.com](mailto:castlerockadvisory@gmail.com);

Contact Person: Satya Pal Bhandula, Director

CIN: U70109DL2007PTC162148

**Promoter of the Company:**

1. Satya Pal Bhandula
2. Siddharth Singhal
3. Madhu Bhandula

## OFFER DETAILS, LISTING AND PROCEDURE

The proposed issue of equity shares is pursuant to the composite scheme of amalgamation presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Private Limited with Fortune Industrial Resources Limited and their respective Shareholders and Creditors as approved by the respective Board of Directors on 22nd September, 2020 ("Scheme") and accordingly, there shall be no price band or minimum size applicable to the proposed issue of equity shares of Fortune Industrial Resources Limited. The equity shares are proposed to be listed on Metropolitan Stock Exchange of India Limited ("MSEI").

## PROCEDURE

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving Scheme being filed with the Relevant Registrar of Companies, the Company shall issue and allot equity shares to the shareholders of the Transferor Companies as per the share exchange ratios as set out in the Scheme. No further steps or actions would be required to be undertaken by the Shareholders of the Transferor Companies to be entitled to receive equity shares.

The equity shares so allotted shall be listed on MSEI pursuant to an exemption application under Rule 19(7) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR") for relaxation of strict application of Rule 19(2)(b) of the SCRR, with MSEI.

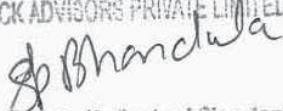
## ELIGIBILITY

Since the Equity Shares shall be allotted pursuant to the provisions of the Scheme, eligibility conditions under Regulations 6(1) and 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

Persons who are shareholders of the Transferor Companies, post effectiveness of the Scheme shall be eligible to receive Equity Shares of FIRL, pursuant to the provisions of the Scheme.

## INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme, and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including SEBI, Stock Exchanges and the

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
Director/Authorised Signatory

NCLT. As such, the time frame cannot be ascertained with certainty, however, in general, it may take 5 to 6 months after the shareholder's meeting.


## GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this offer, including the risks involved. The equity shares have not been recommended or approved by the Securities & Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the Investors is invited to the section "Risk Factors" at page 8 of this Abridged Prospectus.

## PRICE INFORMATION OF LEAD MANAGER

Issue Name	Merchant Banker	+/- % change in closing price, [=/- % change in closing benchmark]		
		30 <sup>th</sup> Calendar day from listing	90 <sup>th</sup> calendar day from listing	180 <sup>th</sup> calendar day from listing
Not Applicable-				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Companies pursuant to Scheme of Amalgamation between the Transferor Companies and the Transferee Company.				

<b>Lead Manager</b>	<b>SMC Capitals Limited</b> A- 401/402, Lotus Corporate Park, Off Western Express Highway, Jai Coach Signal, Goregaon (East), Mumbai 400063. Tel No: +91 22 66481818 Email: <a href="mailto:advisory@smccapitals.com">advisory@smccapitals.com</a>
<b>Statutory Auditor</b>	<b>M/s. AVRG &amp; Associates,</b> Chartered Accountants, Address: 701/702 R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi- 110034 Tel No: 011-41053317 Email: <a href="mailto:anil.verma@apac.in">anil.verma@apac.in</a> Website: <a href="http://www.apac.in">www.apac.in</a>
<b>Syndicate Member</b>	<b>Not Applicable</b> - Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Companies pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company
<b>Registrar to the Issue</b>	
<b>Credit Rating Agency</b>	
<b>Debenture Trustee</b>	
<b>Self-Certified Syndicate Banks</b>	
<b>Non-Syndicate Registered Brokers</b>	

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
 Director/Authorised Signatory



### Promoter Group – Castle Rock Advisors Private Limited

Mr. Satya Pal Bhandula, aged 57 years is a graduate having 10 years of experience in Advisory, Consultancy and Investment business. He started the business in 2011 and is responsible for affairs of the Company.

Mrs. Madhu Bhandula aged about 45 and having 10 years of experience in the field of consultancy, real estate, mutual funds etc. and is responsible for the affairs of the Company

Mr. Siddharth Singhal aged about 37 years and having 5 years of experience in the field of advisory and consultancy. He is responsible for managing affairs of the Company.

### Business Overview & Strategy – Castle Rock Advisors Private Limited

CRAPL is engaged in consultancy services, commission agency business and other related activities. CRAPL has deployed its idle funds in securities investments. CRAPL is a closely held unlisted company.


### Board of Directors – Castle Rock Advisors Private Limited

Sr. No.	Name	Designation	Experience including current/ past position held in other firms
1.	Mr. Satya Pal Bhudhana DIN: (05100519) PAN: (BEMPB2859F)	Director	More than 10 years of experience in the field of Advisory, Consultancy, Investment and other related matters.
2	Mrs. Madhu Bhandula DIN: (07599092) PAN: (CHSPB0444C)	Director	Around 10 years of experience in the field of consultancy, real estate, mutual funds etc.

### OBJECTS

Management of the Transferee Company and Transferor Companies is proposing to adopt a Scheme of Amalgamation (“the Scheme”) pursuant to Sections 230 & Section 232 of the Companies Act, 2013. As enumerated, in the scheme provided to us, Rationale and Benefits of the Scheme are as follows:

- a. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.
- b. The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilized by the Transferee Company for its NBFC Business only.

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
Director/Authorised Signatory

- c. The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.
- d. The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.
- e. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- f. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.
- g. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- h. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any of the Company in the preceding 10 years – Not Applicable**


**Details of any Monitoring Agency – Not Applicable**

**Terms of Issuance of Convertible Securities – Not Applicable**

#### SHAREHOLDING

Shareholding of CRAPL as on date of Scheme is as under:

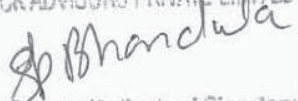
Sr. No.	Name	No. of Share	% of Holding
1.	Mr. Satya Pal Bhudhana	50,300	64.74
2.	Mr. Siddharth Singhal	13,750	17.70
3.	Mrs. Madhu Bhandula	13,650	17.57
<b>TOTAL</b>		<b>77,700</b>	<b>100.00</b>

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
 Director/Authorised Signatory

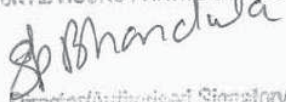


Shareholding of FIRL as on date of Scheme and the indicative Post Scheme Shareholding is as under:

		<b>Transferee Company</b>				
		<b>Fortune Industrial Resources Limited (EQUITY SHARES)</b>				
			<b>Pre-arrangement</b>		<b>Post -arrangement</b>	
<b>Sr</b>	<b>Description</b>	<b>Name of shareholders</b>	<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
<b>1</b>	<b>Indian</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,18,126</b>	<b>41.94</b>
	Individuals/ Hindu Undivided Family					
		Sanjeev Agrawal	4,20,500	42.05	4,21,427	28.59
		Deepti Agrawal	95,800	9.58	95,800	6.50
		Prabha Rani Agrawal	1,00,000	10.00	1,00,000	6.78
		Anant Agarwal			899	0.06
(b)	Central Government/ State Government(s)	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	<b>60,246</b>	<b>4.09</b>
		Moon Beverages Limited			1,404	0.10
		Jasgold Offshore Services Private Limited			5,618	0.38
		RPG Securities and Financial Services Limited			12,395	0.84
		PNR Systems Private Limited			13,525	0.92
		Swastik Calltech Private Limited			12,725	0.86
		Competent Infoways Private Limited			7,697	0.52
		Passion IT Solutions Private Limited			4,213	0.29
		Gemini Buildtech Private Limited			2,669	0.18
(d)	Financial Institutions/ Banks		-	-	-	-
(e)	Any Others		-	-	-	-
	<b>Sub Total(A)(1)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
<b>2</b>	<b>Foreign</b>					
(a)	Individuals (Non-Residents Individuals/		-	-	-	-
(b)	Foreign Individuals)		-	-	-	-
(c)	Bodies Corporate		-	-	-	-

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
 Director/Authorized Signatory

(d)	Institutions		-	-	-	-
	Any Others		-	-	-	-
	<b>Sub Total(A)(2)</b>		-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
<b>(B)</b>						
<b>1</b>	<b>Public shareholding</b>					
(a)	<b>Institutions</b>					
(b)	Mutual Funds/ UTI		-	-	-	-
(c)	Financial Institutions / Banks		-	-	-	-
(d)	Central Government/ State Government(s)		-	-	-	-
(e)	Venture Capital Funds		-	-	-	-
(f)	Insurance Companies		-	-	-	-
(g)	Foreign Institutional Investors		-	-	-	-
(h)	Foreign Venture Capital Investors		-	-	-	-
	Any Other		-	-	-	-
	<b>Sub-Total (B)(1)</b>		-	-	-	-
<b>2</b>			-	-	-	-
(a)	<b>Non-institutions</b>					
(b)	Bodies Corporate		48,000	4.80	48,000	3.26
I	Individuals					
II	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		1,97,800	19.78	2,04,359	13.86
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		1,16,200	11.62	5,21,505	35.38
	Any Other		21,700	2.17	21,700	1.47
	<b>Sub-Total (B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(C)</b>	<b>TOTAL (A)+(B)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>
	Shares held by Custodians and against which DRs have been issued		-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
 Director/Authorised Signatory

## FINANCIAL INFORMATION

*Amt. in Rs.*

Particulars	28.02.2021	31.03.2020	31.03.2019	31.03.2018
Total Income from Operations	-	5,89,681	-	17,88,876
Profit before Tax & Extraordinary items	(46,251)	49,952	(47,724)	41,831
Profit after Tax & Extraordinary items	(46,251)	49,952	(47,724)	41,831
Equity Share Capital	7,77,000	7,77,000	7,77,000	7,77,000
Reserves & Surplus	5,01,55,851	5,02,02,102	5,01,52,952	5,02,00,676
Net Worth	5,09,32,851	5,09,79,102	5,09,29,952	5,09,77,676
Basic EPS	(0.60)	0.63	(0.061)	0.040
Diluted EPS	-	-	-	-
Return on net Worth (%)	59.52	64.28	61.42	53.84
Net Asset Value per Share	655.51	656.10	655.47	656

## INTERNAL RISK FACTORS

Since upon effectiveness of the Scheme, Castle Rock Advisors Private Limited will be amalgamated into Fortune Industrial Resources Limited, and shall be deemed to have been dissolved without winding up, this information is not applicable.

## SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION


### 1. Castle Rock Advisors Private Limited

- A. Total number of outstanding litigations against the company and amount involved. - Nil
- B. Brief Details of top 5 material outstanding litigations against the company and amount involved. - Nil
- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any - Nil
- D. Brief details of outstanding criminal proceedings against Promoters. Nil

## DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

Name: Satya Pal Bhandula  
Designation: Director  
Place: New Delhi  
Date: 26.05.2021

For CASTLE ROCK ADVISORS PRIVATE LIMITED  
  
Director/Authorised Signatory





**SMC CAPITALS LIMITED**

A- 401/402 , Lotus Corporate Park,  
Jai Coach Junction, Off Western Express  
Highway, Goregaon(E), Mumbai 400063.  
Tel : (B) +91-22-66481818  
Fax : +91-22-67341697  
CIN No. : U74889DL1994PLC063201

May 26, 2021

To,  
**Board of Directors,**  
**K2 Infosolutions Pvt. Ltd.**  
House No. 181, Block D, Pkt – 17,  
Sector – 03, Rohini  
**New Delhi 110 085**

**Subject: Scheme of Amalgamation of Indus Netlink Ltd (“INL” or “Transferor Company 1”), Castle Rock Advisors Pvt. Ltd. (“CRAPL” or “Transferor Company 2”) and K2 Infosolutions Pvt. Ltd. (“KIPL” or “Transferor Company 3”) with Fortune Industrial Resources Ltd. (“FIRL” or “Transferee Company” or “the Company”) and their respective Shareholders and Creditors under Section 230 & 232 of the Companies Act 2013.**

This is with reference to our Engagement Letter dated September 24, 2020 entered with the Company inter-alia certifying the accuracy and adequacy of the disclosures made in the Abridged Prospectus prepared by the Management of KIPL, to be sent to the shareholders of the Company, pursuant to Scheme.

The Scheme involves merging of INL, CRAPL and KIPL with FIRL. Accordingly, we have been provided the Abridged Prospectus May 26, 2021 (**“Abridged Prospectus” enclosed as Annexure I**) as prepared by the Management of KIPL. The Abridged Prospectus will be circulated to the Members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Shareholder’s notice.

Based on the information, undertakings, certificates, confirmations and documents provided to us by the Management of KIPL, we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**“SEBI Circular”**) read with the format provided in in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable (**“Abridged Prospectus Format”**).

The above confirmation is based on the information furnished and explanations provided to us by the Management of KIPL and assuming the same is complete and accurate in all material aspects on and is basis. We have relied upon the financials, information and representations furnished to as on and is basis and we have not carried out any audit of such information. Our scope of work does not constitute an audit of the financial information and accordingly, we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at May 26, 2021. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction.







This certificate is not, nor should it be construed to be, a certification of the compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of the equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme for or as to the financial performance of the Company following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy/sell/hold any stake in the Company or any of its related parties (Holding Company/Subsidiary/Associates/Joint Ventures etc.)

**For SMC Capitals Limited**

A handwritten signature of Satish Mangutkar is written over a circular stamp. The stamp contains the text "SMC Capitals Ltd" around the top edge, "Mumbai" in the center, and a small star at the bottom.

Name: Satish Mangutkar

Designation: Vice - President

SEBI Registration No: INM000011427

Encl: As above.

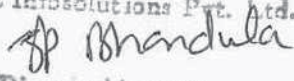
IN THE NATURE OF ABRIDGED PROSPECTUS – MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF AMALGAMATION OF INDUS NETLINK LIMITED, CASTLE ROCK ADVISORS PRIVATE LIMITED AND K2 INFOSOLUTIONS PRIVATE LIMITED WITH FORTUNE INDUSTRIAL RESOURCES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE ‘SCHEME’).

This is an Abridged Prospectus prepared to comply with the requirement of Regulation 37 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. You are also encouraged to read the greater details available in the Scheme.

THIS ABRIDGED PROSPECTUS CONSISTS OF 8 PAGES. WE REQUEST YOU TO ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is required to comply with the requirement of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosures in Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable (“Abridged Prospectus”). Fortune Industrial Resources Limited (herein after referred to as the ‘Resulting Company’ or the ‘Transferee Company’ or ‘FIRL’) is listed on Metropolitan Stock Exchange of India Limited (hereinafter referred to as ‘MSEI’). Pursuant to this scheme there is no issuance of equity to public at large, except to the existing shareholders of Indus Netlink Limited (herein after referred to as the ‘Transferor Company No. 1’ or ‘INL’), Castle Rock Advisors Private Limited (herein after referred to as the ‘Transferor Company No. 2’ or ‘CRAPL’) and K2 Infosolutions Private Limited (herein after referred to as the ‘Transferor Company No. 3’ or ‘KIPL’), collectively referred to as “Transferor Companies”. The equity shares so issued would be listed on MSEI under Regulations 19 of Securities Contracts (Regulation) Rules, 1957. Therefore, the requirements with respect to GID (General Information Document) is not applicable and this Abridged Prospectus be read accordingly.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of the Transferor Companies and the Transferee Company and also by the Audit Committee of the Transferee Company vide their resolution dated 22<sup>nd</sup> September, 2020; and copy of the Share Valuation/ Swap Ratio Report issued by M/s. DABSK & Co., Chartered Accountants dated September 22, 2020 and Fairness Opinion report issued by SMC Capitals Limited dated September 22, 2020 from the website of MSEI where the equity shares issued pursuant to the Scheme are proposed to be listed i.e. [www.msei.in](http://www.msei.in). A copy of the Abridged Prospectus shall also be submitted to Securities and Exchange Board of India (herein after referred to as ‘SEBI’).

\*Sr. K2 Infosolutions Pvt. Ltd.  
  
Director/Auth. Signatory



## **K2 INFOSOLUTIONS PRIVATE LIMITED**

Regd. Office: House No. 181, Block-D, Pocket-17, Sector-3, Rohini, New Delhi-110 085

Tel: 011-41053317; e-mail: [k2infosolutions2011@gmail.com](mailto:k2infosolutions2011@gmail.com);

Contact Person: Satya Pal Bhandula, Director

CIN: U72900DL2011PTC226907

### **Promoter:**

1. Satya Pal Bhandula
2. Siddharth Singhal
3. Madhu Bhandula

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## **PROCEDURE**

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving Scheme being filed with the Relevant Registrar of Companies, the Company shall issue and allot equity shares to the shareholders of the Transferor Companies as per the share exchange ratios as set out in the Scheme. No further steps or actions would be required to be undertaken by the Shareholders of the Transferor Companies to be entitled to receive equity shares.

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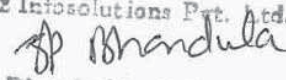
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## **INDICATIVE TIMELINE**

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For K2 Infosolutions Pvt. Ltd.  
  
Director/Auth. Signatory

NCLT. As such, the time frame cannot be ascertained with certainty, however, in general, it may take 5 to 6 months after the shareholder's meeting.

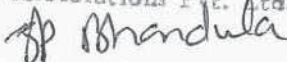
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Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Abridged Prospectus carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and this offer, including the risks involved. The equity shares have not been recommended or approved by the Securities & Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the Investors is invited to the section "Risk Factors" at page 8 of this Abridged Prospectus.

## PRICE INFORMATION OF LEAD MANAGER

Issue Name	Merchant Banker	+/- % change in closing price, [=/- % change in closing benchmark]		
		30 <sup>th</sup> Calendar day from listing	90 <sup>th</sup> calendar day from listing	180 <sup>th</sup> calendar day from listing
Not Applicable-				
Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Companies pursuant to Scheme of Amalgamation between the Transferor Companies and the Transferee Company.				

<b>Lead Manager</b>	<b>SMC Capitals Limited</b> A- 401/402, Lotus Corporate Park, Off Western Express Highway, Jai Coach Signal, Goregaon (East), Mumbai 400063. Tel No: +91 22 66481818 Email: <a href="mailto:advisory@smccapitals.com">advisory@smccapitals.com</a>
<b>Statutory Auditor</b>	<b>M/s. AVR &amp; Associates,</b> Chartered Accountants, Address: 701/702 R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi- 110034 Tel No: 011-41053317 Email: <a href="mailto:anil.verma@apac.in">anil.verma@apac.in</a> Website: <a href="http://www.apac.in">www.apac.in</a>
<b>Syndicate Member</b>	<b>Not Applicable</b> - Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Companies pursuant to Scheme of Amalgamation between the Transferor Company and the Transferee Company
<b>Registrar to the Issue</b>	
<b>Credit Rating Agency</b>	
<b>Debenture Trustee</b>	
<b>Self Certified Syndicate Banks</b>	
<b>Non Syndicate Registered Brokers</b>	

\*Sr. K2 Infosolutions Pvt. Ltd.  
  
 Director/Auth. Signatory



### Promoter Group – K2 Infosolutions Private Limited

Mr. Satya Pal Bhandula, aged 57 years is a graduate having 10 years of experience in Advisory, Consultancy and Investment business. He started the business in 2011 and is responsible for affairs of the Company.

Mrs. Madhu Bhandula aged about 45 and having 10 years of experience in the field of consultancy, real estate, mutual funds etc. and is responsible for the affairs of the Company

Mr. Siddharth Singhal aged about 37 years and having 5 years of experience in the field of advisory and consultancy. He is responsible for managing affairs of the Company.

### Business Overview & Strategy – K2 Infosolutions Private Limited

KIPL is engaged in consultancy services, commission agency business and other related activities. KIPL has deployed its idle funds in securities investments. KIPL is a closely held unlisted company.

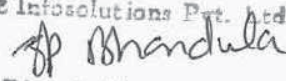
### Board of Directors – K2 Infosolutions Private Limited

Sr. No.	Name	Designation	Experience including current/ past position held in other firms
1.	Mr. Satya Pal Bhandula DIN: (05100519) PAN: (BEMPB2859F)	Director	More than 10 years of experience in the field of Advisory, Consultancy, Investment and other related matters.
2	Mrs. Madhu Bhandula DIN: (07599092) PAN: (CHSPB0444C)	Director	Around 10 years of experience in the field of consultancy, real estate, mutual funds etc.

### OBJECTS

Management of the Transferee Company and Transferor Companies is proposing to adopt a Scheme of Amalgamation (“the Scheme”) pursuant to Sections 230 & Section 232 of the Companies Act, 2013. As enumerated, in the scheme provided to us, Rationale and Benefits of the Scheme are as follows:

- a. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation and pooling of their resources into a single entity.
- b. The Transferor Companies are engaged in consultancy services, commission agency business and other related activities. These Companies have deployed their idle funds in securities investments. The Transferee Company on the other hand is an RBI registered Non-Banking Finance Company. It is decided that after the sanction of the Scheme of Amalgamation, consultancy and various other activities being carried on in the Transferor Companies will be stopped. The Transferee Company will focus on the NBFC Business only. Combined funds of all the Transferor Companies will be utilized by the Transferee Company for its NBFC Business only.
- c. The proposed amalgamation will substantially enhance the capital and net worth base of the Transferee Company which will provide much needed liquidity to the investors. The proposed

For K2 Infosolutions Pvt. Ltd.  
  
Director/Auth. Signatory

amalgamation will enable the Shareholders of the un-listed Transferor Companies to hold shares in the listed Transferee Company and the resultant benefits.

- d. The proposed Scheme of Amalgamation would result in pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity. Post Scheme, the Transferee Company will enjoy large net worth and financial resources.
- e. The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- f. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferor Companies and the Transferee Company.
- g. The proposed amalgamation would enhance the shareholders' value of the Transferor and the Transferee Companies.
- h. The proposed Scheme of Amalgamation will have beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any of the Company in the preceding 10 years – Not Applicable**

**Details of any Monitoring Agency – Not Applicable**

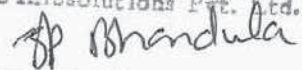
**Terms of Issuance of Convertible Securities – Not Applicable**

#### SHAREHOLDING

Shareholding pattern of KIPL as on date of Scheme is as follows:


Sr. No.	Name	No. of Share	% of Holding
1.	Mr. Satyapal Bhudhana	49,265	61.54
2.	Mr. Siddharth Singhal	13,650	17.05
3.	Mrs. Madhu Bhandula	17,135	21.41
<b>TOTAL</b>		<b>80,050</b>	<b>100.00</b>

Shareholding of FIRL as on date of Scheme and the indicative Post Scheme Shareholding is as under:

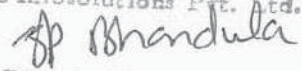
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		Transferee Company				
		Fortune Industrial Resources Limited				
		Name of shareholders	Pre-arrangement		Post -arrangement	
Sr	Description		No. of shares	%	No. of shares	%
(A)	<b>Shareholding of Promoter and Promoter Group</b>					
1	<b>Indian</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,18,126</b>	<b>41.94</b>
	Individuals/ Hindu Undivided Family					
		Sanjeev Agrawal	4,20,500	42.05	4,21,427	28.59
		Deepti Agrawal	95,800	9.58	95,800	6.50
		Prabha Rani Agrawal	1,00,000	10.00	1,00,000	6.78
		Anant Agarwal			899	0.06
(b)	Central Government/ State Government(s)	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	<b>60,246</b>	<b>4.09</b>
		Moon Beverages Limited			1,404	0.10
		Jasgold Offshore Services Private Limited			5,618	0.38
		RPG Securities and Financial Services Limited			12,395	0.84
		PNR Systems Private Limited			13,525	0.92
		Swastik Calltech Private Limited			12,725	0.86
		Competent Infoways Private Limited			7,697	0.52
		Passion IT Solutions Private Limited			4,213	0.29
		Gemini Buildtech Private Limited			2,669	0.18
(d)	Financial Institutions/ Banks		-	-	-	-
(e)	Any Others		-	-	-	-
	<b>Sub Total(A)(1)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
2	<b>Foreign</b>					
(a)	Individuals (Non-Residents Individuals/		-	-	-	-
(b)	Foreign Individuals)		-	-	-	-
(c)	Bodies Corporate		-	-	-	-
(d)	Institutions		-	-	-	-
	Any Others		-	-	-	-

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	<b>Sub Total(A)(2)</b>		-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>6,16,300</b>	<b>61.63</b>	<b>6,78,372</b>	<b>46.02</b>
<b>(B)</b>						
<b>1</b>	<b>Public shareholding</b>					
(a)	<b>Institutions</b>					
(b)	Mutual Funds/ UTI		-	-	-	-
(c)	Financial Institutions / Banks		-	-	-	-
(d)	Central Government/ State Government(s)		-	-	-	-
(e)	Venture Capital Funds		-	-	-	-
(f)	Insurance Companies		-	-	-	-
(g)	Foreign Institutional Investors		-	-	-	-
(h)	Foreign Venture Capital Investors		-	-	-	-
	Any Other		-	-	-	-
	<b>Sub-Total (B)(1)</b>		-	-	-	-
<b>2</b>			-	-	-	-
(a)	<b>Non-institutions</b>					
(b)	Bodies Corporate		48,000	4.80	48,000	3.26
I	Individuals					
II	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		1,97,800	19.78	2,04,359	13.86
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		1,16,200	11.62	5,21,505	35.38
	Any Other		21,700	2.17	21,700	1.47
	<b>Sub-Total (B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>		<b>3,83,700</b>	<b>38.37</b>	<b>7,95,564</b>	<b>53.98</b>
<b>(C)</b>	<b>TOTAL (A)+(B)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>
	Shares held by Custodians and against which DRs have been issued		-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>10,00,000</b>	<b>100.00</b>	<b>14,73,936</b>	<b>100.00</b>

Per. K2 Infosolutions Pvt. Ltd.  
  
 Director/Auth. Signatory



## FINANCIAL INFORMATION

*Amt. in Rs.*

Particulars	28.02.2021	31.03.2020	31.03.2019	31.03.2018
Total Income from Operations	-	5,99,650	-	19,67,955
Profit before Tax & Extraordinary items	(8,900)	33,745	(18,292)	62,661
Profit after Tax & Extraordinary items	(8,900)	33,745	(18,292)	62,661
Equity Share Capital	8,00,500	8,00,500	8,00,500	8,00,500
Reserves & Surplus	5,18,66,900	5,18,75,800	5,18,45,946	5,18,64,238
Net Worth	5,26,67,400	5,26,76,300	5,26,46,446	5,26,64,738
Basic EPS	(0.11)	0.37	(0.23)	0.58
Diluted EPS	-	-	-	-
Return on net Worth (%)	(11.12)%	37.29%	(22.85)%	58.12%
Net Asset Value per Share	657.93	658.04	657.66	657.89

## INTERNAL RISK FACTORS

Since upon effectiveness of the Scheme, Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Pvt. Ltd. will be amalgamated into Fortune Industrial Resources Limited, and shall be deemed to have been dissolved without winding up, this information is not applicable.

## SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

### 1. K2 Infosolutions Private Limited

- A. Total number of outstanding litigations against the company and amount involved. - Nil
- B. Brief Details of top 5 material outstanding litigations against the company and amount involved. - Nil
- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any- Nil
- D. Brief details of outstanding criminal proceedings against Promoters. Nil

## DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

Name: Satya Pal Bhandula  
Designation: Director  
Place: New Delhi  
Date: 26.05.2021

\*s/ K2 Infosolutions Pvt. Ltd.  
*sp Bhandula*  
Director/Auth. Signatory