



Independent Auditor's Report

**TO THE MEMBERS OF
CASTLE ROCK ADVISORS PRIVATE LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **CASTLE ROCK ADVISORS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017 and the Statement of Profit and loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





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

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

OPINION

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. Requirements of 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.
- 2. 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - 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 and the Statement of Profit and Loss dealt with by this report are in agreement with the books of account



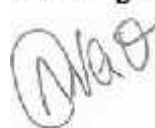


- e) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies Rules, 2014.
- f) In our opinion, there is no such observation which may have adverse effect on the functioning of the company.
- g) On the basis of written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of Directors is disqualified as on 31st March, 2017 from being appointed as a Director in terms of sub section (2) of Section 164 of the Act.
- h) There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
- i) With respect to the adequacy of internal financial controls over financial reporting of the Company are not applicable to the company.
- j) With respect to the other matters included in the Auditor's Report and to our 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 derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company had provided requisite disclosures in its financial statements as to holdings no dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer note 21 to financial statement.

For AVR & Associates

(Chartered Accountants)

Firm Reg. No. : 022056N



Anil Varma

(Partner)

Membership No: 093374



Place: New Delhi

Date: 30th August, 2017

CASTLE ROCK ADVISORS PRIVATE LIMITED

Regd Off : Office No.- 505, 506 and 507, 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-110008

CIN-U70109DL2007PTC162148

Balance Sheet as at 31st March, 2017

(Amount in Rs.)

S.No	Descriptions	Note No.	As at March 31, 2017	As at March 31, 2016
	EQUITIES & LIABILITIES			
I	<u>Shareholder's Funds</u>			
	Share Capital	3	777,000	777,000
	Reserve & Surplus	4	50,169,616	50,148,206
II	<u>Share Application Money Pending Allotment</u>			-
III	<u>Non Current Liabilities</u>			
IV	<u>Current Liabilities</u>			
	Short Term Provisions	5	9,119	2,430
	Other Current Liabilities	6	66,800	11,500
	Total (I + II+III+IV)		51,022,535	50,939,136
	ASSETS			
V	<u>Non Current Assets</u>			
	Non Current Investments	7	50,174,000	47,674,000
	Long Term Loans & Advances	8	-	3,050,000
VI	<u>Current Assets</u>			
	Cash & Cash Equivalents	9	536,491	149,092
	Other Current Assets	10	312,044	66,044
	Total (V + VI)		51,022,535	50,939,136
Summary of significant accounting policies		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)

Anil Varma
Partner
Membership No.: 093374



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

Siddharth Singhal
Director
DIN : 03635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

CASTLE ROCK ADVISORS PRIVATE LIMITED

Regd Off : Office No.- 505, 506 and 507, 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-110008

CIN-U70109DL2007PTC162148

Statement of Profit & Loss for the period ended 31st March, 2017

(Amount in Rs.)

S.No	Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I	<u>Revenue</u> Revenue from Operations	11	1,300,000	117,450
	Total (I)		1,300,000	117,450
II	<u>Administrative Expenses</u> Employee Benefit expenses Other Expenses	12 13	691,383 578,088	93,180 16,400
	Total (II)		1,269,471	109,580
III	<u>Profit before Exceptional and Extraordinary Items and Tax (I - II)</u>		30,529	7,870
IV	Exceptional Items		-	-
V	<u>Profit before Extraordinary Items and Tax (III - IV)</u>		30,529	7,870
VI	Extraordinary Items		-	-
VII	<u>Profit before Tax (V - VI)</u>		30,529	7,870
VIII	Current Tax		9,119	2,430
	<u>Profit (Loss) for the Period (VII - VIII)</u>		21,410	5,440
	<u>Earning Per Equity Share</u> Basic		0.028	0.007

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

Siddharth Singhal
Director
DIN : .03635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

For the year ended 31st March 2017

1 Company Information

Castle Rock Advisors Private Limited ('The Company') incorporated in India on 17th April, 2007 and has its registered office in 505-506-507 Rattan Jyoti Building Rajendra Place, New Delhi, India.

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 Taxes on Income

Income Tax expenses comprises of current tax and deferred tax (asset or liability). Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

For AVRG & 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

Siddharth Singhal

Director

DIN : 03635392

Satya Pal Bhandula

Director

DIN : 05100519

Place : New Delhi

Dated : 30th August 2017

For the year ended 31st March 2017

Notes to and forming Part of Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2017		As at 31st March 2016	
		No. of Shares	Amount	No. of Shares	Amount
3	Share Capital:				
	<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
3.1	Terms/Rights attached to Equity Shares 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	Shareholders holding more than 5% shares in the company along with number of shares				
	Name of the Share Holder	As at 31.03.2017		As at 31.03.2016	
		No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,750	17.70	13,750	17.70
	Satya Pal Bhandula	17,400	22.39	17,400	22.39
	Khushboo Jindal	13,200	16.99	13,200	16.99
	Madhu Bhandula	13,650	17.57	13,650	17.57
	Pradeep Kumar	12,700	16.34	12,700	16.34
	Veena Rani	7,000	9.01	7,000	9.01
	Total	77,700	100.00	77,700	100.00

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

Siddharth Singhal
Director

DIN : 03635392

Satya Pal Bhandula
Director

DIN : 05100519

Place : New Delhi

Dated : 30th August 2017

For the year ended 31st March 2017

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
4	Reserve & Surplus		
	<u>Security Premium Account</u>		
	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
	<u>Profit & Loss Account</u>		
	At the beginning of Accounting Period	50,206	44,766
	Addition during the year	21,410	5,440
	(Balance in statement of Profit & Loss A/c)		
	At the end of Accounting Period	71,616	50,206
	Total	50,169,616	50,148,206
5	Short Term Provisions		
	Provision For Income Tax	9,119	2,430
	Total	9,119	2,430
6	Other Current Liabilities		
	Expenses Payable	66,800	11,500
	Total	66,800	11,500
7	Non Current Investment		
	<u>In Equity Instruments</u>		
	Others (Unquoted)	50,174,000	47,674,000
	Total	50,174,000	47,674,000
8	Long Term Loans and Advances		
	<u>Unsecured considered good</u>		
	Other Loans & Advances	-	3,050,000
	Total	-	3,050,000

For AVRG & 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

Siddharth Singhal
Director
DIN : 03635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

For the year ended 31st March 2017

9	Cash & Cash Equivalents		
	Balance With Banks		
	HDFC Bank Limited	520,315	44,070
	Kotak Mahindra Bank	-	105,022
	Cash In Hand	16,176	
	Total	536,491	149,092
10	Other Current Assets		
	Income Tax Refund for AY 2015-16	66,044	66,044
	Other Receivable from Parties	181,000	
	TDS Receivable	65,000	
	Total	312,044	66,044

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

Anil Varma
Partner
Membership No.: 098374



Place : New Delhi
Dated : 30th August 2017

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

Siddharth Singhal
Director
DIN : 03635392

Satya Pal Bhandula
Director
DIN : 05100519

For the year ended 31st March 2017

Notes to and forming Part of Statement of Profit & Loss for the year ended 31st March, 2017

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
11	Revenue from Operation		
	Professional Receipts	1,300,000	117,450
	Total	1,300,000	117,450
12	Employee Benefits		
	Salary To Staff	660,000	90,000
	Staff welfare Expenses	31,383	3,180
	Total	691,383	93,180
13	Other Expenses		
	Accounting Charges	72,000	
	Audit Fees	11,800	11,500
	Bank Charges	115	798
	ROC Filing Fees	1,460	2,400
	Conveyance Expenses	21,600	
	Miscellaneous Expenses	11,332	1,702
	Professional Charges	246,025	
	Telephone Expenses	18,000	
	Tour & Travelling Expenses	195,756	
	Total	578,088	16,400

For AVRQ & Associates

Chartered Accountants

(Firm Reg. No. 022056N)



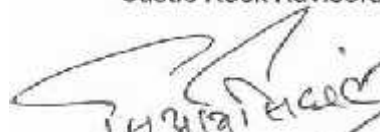
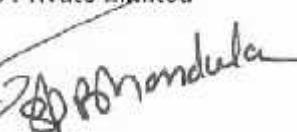

Anil Varma
Partner
Membership No.: 093374

Place : New Delhi

Dated : 30th August 2017

For and on Behalf of the Board of Directors

Castle Rock Advisors Private Limited

Siddharth Singh
Director
DIN : 003635392

Satya Pal Bhandula
Director
DIN : 05100519

For the year ended 31st March 2017

Other Disclosures		As at March 31, 2017	As at March 31, 2016
14 (a)	<u>Contingent Liabilities</u>	NIL	NIL
14 (b)	<u>Capital Commitments</u>	NIL	NIL
14(c)	<u>Other Commitments</u>	NIL	NIL
15	<u>Details of Remuneration to Auditor</u>		
(a)	As Statutory Auditor	11,800	11,500
(b)	For Other Services		
(c)	Out of Pocket Expenses		
16	Expenditure in Foreign Currency	NIL	NIL
17	<u>Earning Per Share</u>		
Particulars		As on 31st March, 2017	As on 31st March, 2016
Net Profit/(Loss) after tax (in Rs)		21,410	5,440
Weighted Average No. of Equity Shares		77,700	77,700
Earning Per Share (in Rs)		0.278	0.070
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 owes, which are outstanding for more than 45 days as at 31st March, 2016. 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>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



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

Siddharth Singhal
Director
DIN : 03635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

For the year ended 31st March 2017

21	During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31st March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:			
	Particulars	SBNs	Other Denomination Notes	Total
	Closing cash in hand as on 08.11.2016	240,000		240,000
	(+) Permitted receipts		50,000	50,000
	(-) Permitted payments			
	(-) Amount deposited in banks	240,000		240,000
	Closing cash in hand as on 30.12.2016		50,000	50,000

For AVRG & 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

Siddharth Singhal

Director

DIN : 03635392

Satya Pal Bhandula

Director

DIN : 05100519

Place : New Delhi

Dated : 30th August 2017

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of "CASTLE ROCK ADVISORS PRIVATE LIMITED" will be held as schedule below:

Date : 29th September, 2017

Day : Friday

Time : 11:00 A.M.

Venue : 505, 506 and 507 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-110008

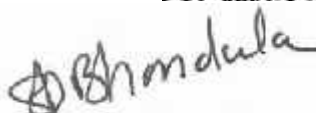
ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules frame there under, as amended from time to time, the Company be and is hereby ratifies the appointment of M/s. AVRG & Associates, Chartered Accountants (FRN 022056N)(Formerly known as AAR & Associates), as Statutory Auditors of the Company for the financial year 2017-18 whose appointment has been approved at the Annual General Meeting held on September 30, 2014 for a term of 5 years on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

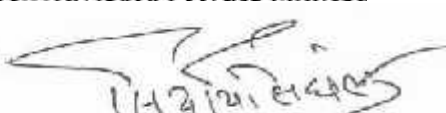
By Order of the Board of Directors
For Castle Rock Advisors Private Limited

Place: New Delhi
Date: 30th August, 2017


Satya Pal Bhandula
(Director)

DIN- 05100519

House No. 181-182, Pocket D-17,
Sector 3, Rohini, New Delhi,
110085,


Siddharth Singhal
(Director)

DIN: 03635392

404-Haveli Haider Kuli,
Chandni Chowk, Delhi,
110006,

CASTLE ROCK ADVISORS PRIVATE LIMITED

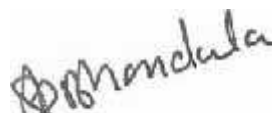
CIN- U70109DL2007PTC162148, EMAIL ID-INFO.ROC@APAC.IN

NOTES:

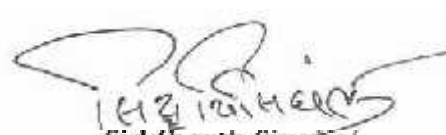
- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE.
- B. The Annual Report for the year ended March 31, 2017 containing inter-alia, the Directors' Report, Annexure to Director's Report, Auditors' Report and the audited financial statements are enclosed.
- C. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting and attendance slip duly signed so as to avoid inconvenience.
- D. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

By Order of the Board of Directors
For Castle Rock Advisors Private Limited

Place: New Delhi
Date: 30th August, 2017


Satya Pal Bhandula
(Director)
DIN- 05100519

House No. 181-182, Pocket D-17,
Sector 3, Rohini, New Delhi,
110085,


Siddharth Singhal
(Director)
DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi,
110006,

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

ATTENDANCE SLIP

10th AGM CASTLE ROCK ADVISORS PRIVATE LIMITED ON FRIDAY, 29TH SEPTEMBER 2017 AT 11:00 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name	
Address	
Folio No./D.P.ID No.#	
Client ID No.#	
No of Equity shares held	
Name of the proxy holders/Authorised representative*	

Applicable for shareholders holding shares in dematerialized form

* To be filled in by proxy in case he/she attends instead of the equity shareholder

I/We hereby record my/our presence at the 10th Annual General Meeting of the Equity Shareholder(s) of CASTLE ROCK ADVISORS PRIVATE LIMITED at 505, 506 and 507 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-110008 on Friday, the 29th day of September 2017 at 11:00 A.M.

Signature of the Shareholder/proxy holders/Authorised Representative

NOTES:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

Form No. MGT - 11

PROXY FORM

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

CIN : U70109DL2007PTC162148
Name of the Company : **CASTLE ROCK ADVISORS PRIVATE LIMITED**
Registered Office : 505, 506 and 507 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-11008

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

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

1. Name
Address :
E-mail Id :
Signature :or failing him
2. Name
Address :
E-mail Id :
Signature :

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 10th Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11:00 A.M. 506 and 507 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi-11008 and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No:

Ordinary Business

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- To ratify the appointment of Statutory Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act 2013 and the rules frame there under, as amended from time to time, the Company be and is hereby ratifies the appointment of M/s. AVRG & Associates, Chartered Accountants (FRN 022056N)(Formerly known as AAR & Associates), as Statutory Auditors of the Company for the financial year 2017-18 whose appointment has been approved at the Annual General Meeting held on September 30, 2014 for a term of 5 years on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Signed ____ day of September, 2017

Signature of the shareholder

Signature of the Proxy holder(s)

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

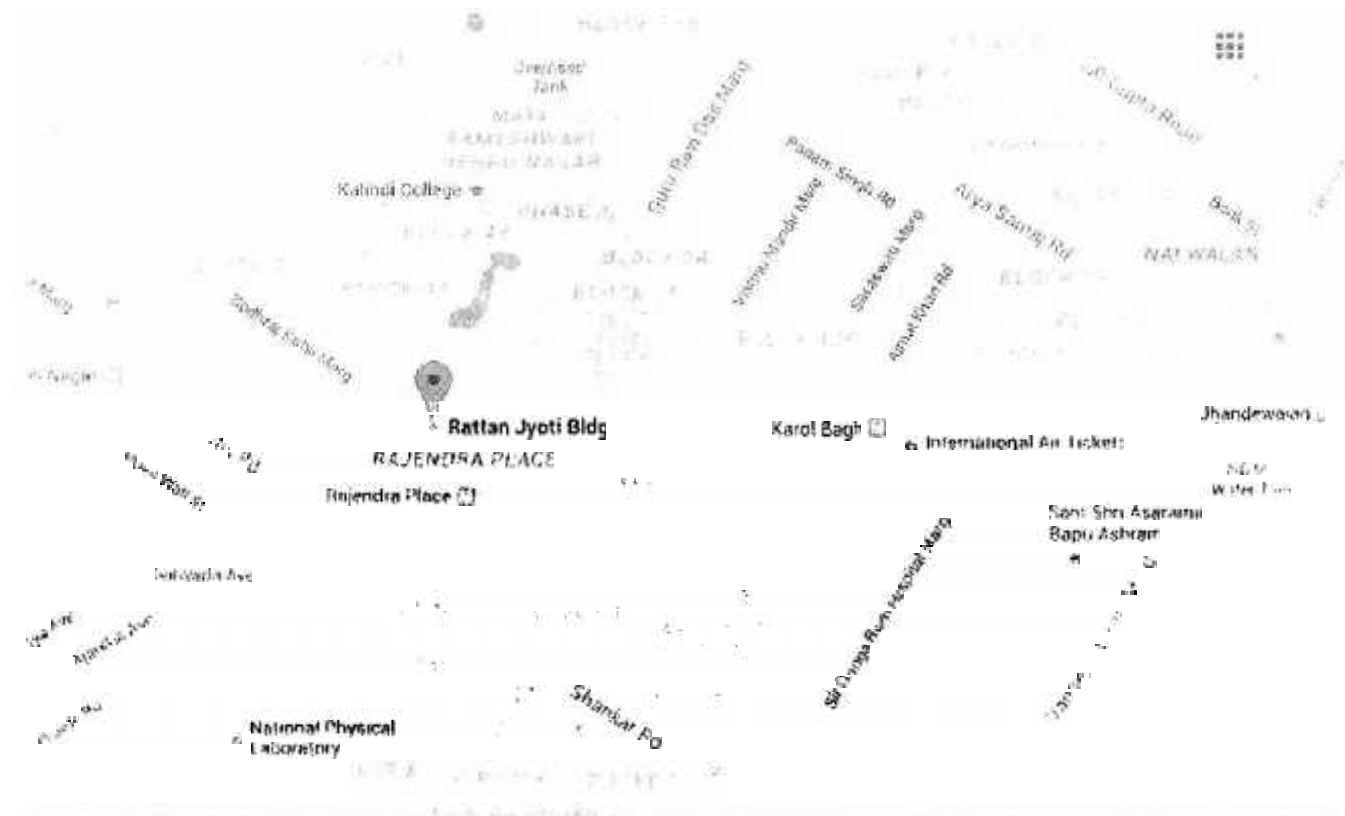
Affix Revenue
Stamp

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW
DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL.ID-INFO.ROC@APAC.IN

ROUTE MAP



CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

BOARD'S REPORT

**Dear Members,
Castle Rock Advisors Private Limited**

Your Directors have immense pleasure in presenting this Annual Report on the business and operation of the company together with Financial Statements of the Company for the year ended March 31, 2017.

1. EXTRACT OF ANNUAL RETURN:

The extract of annual return in Form MGT 9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an **Annexure-1** to this Report.

2. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR:

The Board of Directors duly met **Five** times respectively on **18th April 2016, 20th June 2016, 20th July 2016, 15th October 2016 & 22nd January 2017** in respect of which proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.

3. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the directors hereby state that:

- a) In the Preparation of the annual accounts, the applicable accounting standards issued by Institute of Chartered Accountants of India had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applies them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & Fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis and;
- e) The directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such system were adequate and operating effectively.

4. AUDITORS:

M/s AVRG & Associates, Chartered Accountants (FRN No. 022056N)(Formerly known as AAR & Associates), are the Statutory Auditors of the Company. They will hold office from the conclusion of Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2018-19.

In terms of the provision to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly their re-appointment is subject to the ratification at the upcoming AGM in 2017. In this regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN: U70109DL2007PTC162148, EMAIL:ID-INFO.ROC@APAC.IN

5. AUDITORS' REPORT:

The observations of the Auditors in their report read together with the Notes on Accounts are self explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY:

The company has made investments, guarantee & Loans as per the provisions mentioned in Section 186 of the Companies Act, 2013.

7. PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES:

During the financial year ended March 31, 2017, there are no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013.

8. FINANCIAL RESULTS:

Financial results of the Company for the year under review are summarized as below:

(in Rs.)		
Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Total Income	1,300,000/-	1,17,450/-
Less: Total Expenditure	1,269,471/-	1,09,580/-
Profit / (Loss) before Tax	30,529/-	7,870/-
Current Tax	9,119/-	2,430/-
Deferred Tax	--	--
Mat Credit Entitlement	--	--
Tax Expenses For Earlier Tax	--	--
Profit / (Loss) After Tax	21,410	5,440/-

9. STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company has earned a net profit after tax of Rs. 21,410/- as compared to the net profit after tax of Rs. 5,440/- in the previous year. The details of financial performance of the company are appearing in the Balance Sheet and Profit & Loss account for the year.

10. CHANGE IN THE NATURE OF BUSINESS

No Change in the nature of the business of the Company done during the financial year

11. AMOUNT TRANSFERRED TO RESERVES:

During the year under review the company has not transferred any amount to the reserves of the Company

12. DIVIDEND:

Keeping in view the future requirements of funds by the Company for its proposed growth and expansion, the Board expresses its inability to recommend any dividend from the available profit during the year under review.

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

13. MATERIAL CHANGES:

There are no material changes and commitments, affecting the financial position of the Company between the end of the financial year of the Company and the date of the Board's Report.

14. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014 is set out in **Annexure-2** which forms part of this report.

15. RISK MANAGEMENT

There have been no elements of risk which in the opinion of the Board would threaten the existence of the Company, however, the Company is been taking every possible effort to reduce or mitigate any general risk occurred / may occur, if any.

16. INTERNAL CONTROL SYSTEM

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliances with policies, applicable laws and regulations, and that all assets and resources are acquired economically, used efficiently and adequately protected.

17. DIRECTORS:

During the period under review, there has been no appointment or resignation of directors/KMPs in the Company.

18. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

During the year under review, no company have become or ceased to be its subsidiaries, joint ventures, holding or associate companies.

19. DEPOSITS:

The Company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

21. STATEMENT OF PARTICULARS OF TOP TEN EMPLOYEES:

None of the top ten employees drew remuneration of Rs. 10,200,000/- or more per annum or Rs. 8,50,000/- per month during the financial year ended March 31, 2017. However, name of the top 10 employees withdrawing salary during the financial year ended March 31, 2017 are as follows:

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL.ID-INFO.ROC@APAC.IN

S.No.	Name of the Employees	Amount of Salary withdrawn (in Rs.)
1.	Sandeep Kumar	285,000
2.	Avinash Chandra	285,000
3.	Vishal Sharma	90,000
Total		6,60,000/-

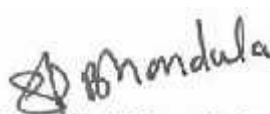
This information is furnished with respect to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 dated 30.06.2016 forming part of the Board's Report.

22. ACKNOWLEDGEMENT:

The Board acknowledges with gratitude the co-operation and assistance provided by the company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your director's wish to place on record their appreciation of the contribution made by the employees at all levels. The directors also wish to thanks the shareholders for their continued support and faith reposed in the Company.


By Order of the Board of Directors
For Castle Rock Advisors Private Limited

Place: New Delhi
Date: 30th August, 2017


Satya Pal Bhandula
(Director)

DIN- 05100519

House No. 181-182, Pocket D-17,
Sector 3, Rohini, New Delhi,
110085,


Siddharth Singh
(Director)

DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi,
110006,

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN-U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

ANNEXURES TO THE BOARD'S REPORT

Annexure 1- Extract of Annual Return

Form No. MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

S. No.	CIN	U70109DL2007PTC162148
1.	Registration Date	17/04/2007
2.	Name of the Company	CASTLE ROCK ADVISORS PRIVATE LIMITED
3.	Category / Sub-Category of the Company	Company Limited by Shares
4.	Address of the Registered office and contact details	505, 506 and 507 5th Floor, Rattan Jyoti Building, Rajendra Place, New Delhi Central Delhi DL 110008 Contact: 011-41053317
5.	Whether listed company	No
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Financial Advisory Services	6619	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders*	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters
(1) Indian
a) Individual/ HUF	..	77,700	77,700	100	..	77,700	77,700	100	..
b) Central Govt
c) State Govt(s)

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

d) Bodies Corp	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	--	77,700	77,700	100	--	77,700	77,700	100
(2) Foreign	--	--	--	--	--	--	--	--
a) NRIs-Individuals	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--
Sub-total (A)(2):-	--	--	--	--	--	--	--	--
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	--	77,700	77,700	100	--	77,700	77,700	100
B. Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
1. Institutions								
a) Mutual Funds	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--
Sub-total (B)(1)	--	--	--	--	--	--	--	--
2. Non Institutions								
a) Bodies Corp.	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--
Overseas	--	--	--	--	--	--	--	--
(b) Individuals	--	--	--	--	--	--	--	--
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--
(ii) Individual shareholders holding nominal share capital in	--	--	--	--	--	--	--	--

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL.ID-INFO.ROC@APAC.IN

excess of Rs. 1 lakh									
(c) Others (Specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(2)	--	--	--	--	--	--	--	--	--
Total Public Shareholding	--	--	--	--	--	--	--	--	--
(B)=(B)(1)+(B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	77,700	77,700	100	--	77,700	77,700	100	--

*The Company is considering the Category of Shareholders as on date of 31st March, 2017.

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Satyapal Bhandula	17,400	22.39	--	17,400	22.39	--	--
2.	Siddharth Singhal	13,750	17.70	--	13,750	17.70	--	--
3.	Madhu Bhandula	13,650	17.57	--	13,650	17.57	--	--
4.	Pradeep Kumar	12,700	16.34	--	12,700	16.34	--	--
5.	Khushboo Jindal	13,200	16.99	--	13,200	16.99	--	--
6.	Veena Rani	7,000	9.01	--	7,000	9.01	--	--
	Total	77,700	100	--	77,700	100	--	

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year:				
2.	Date wise Increase / Decrease in Promoters Share holding				

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc);

No Change

3 At the End of the year

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc);				
3	At the End of the year				

v) Shareholding of Directors and Key Managerial Personnel:

Sr. no	For each of the directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
	1. Mr Satya Pal Bhandula	17,400	22.39	17,400	22.39
	2. Mr. Siddharth Singhal	13,750	17.70	13,750	17.70
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc);				
	1. Mr Satya Pal Bhandula	--		17,400	22.39
	2. Mr. Siddharth Singhal	--		13,750	17.70
	At the End of the year (or on the date of separation, if separated during the year)				
	1. Mr Satya Pal Bhandula	17,400	22.39	17,400	22.39

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL- ID-INFO.ROC@APAC.IN

2. Mr. Siddharth Singhal	13,750	17.70	13,750	17.70
--------------------------	--------	-------	--------	-------

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	--	--	
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	--	--	
Change in Indebtedness during the financial year				
- Addition	--	--		
- Reduction				
Net Change	--	--	--	
Indebtedness at the end of the financial year				
i) Principal Amount	--	--	--	
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	--	--	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Not Applicable	
	Stock Option		
	Sweat Equity		
	Commission		
	as % of profit		
	others, specify...		
	Others, please specify		

REG. OFF. 505, 506 AND 507 5TH FLOOR, RATTAN JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI-110008, PH. NO. 011-41053317

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL:ID-INFO.ROC@APAC.IN

Total (A)

Ceiling as per the Act

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	<u>Independent Directors</u>		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
	<u>Other Non-Executive Directors</u>		
	Fee for attending board committee meetings	Not Applicable	
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	Total
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Not Applicable	
	Stock Option		
	Sweat Equity		
	Commission		
	as % of profit		
	others, specify		
	Others, please specify		
	Total		

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL.ID-INFO.ROC@APAC.IN

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. Directors					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. Other Officers In Default					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

**By Order of the Board of Directors
For Castle Rock Advisors Private Limited**


Place: New Delhi
Date: 30th August, 2017



**Satya Pal Bhandula
(Director)**

DIN- 05100519

House No. 181-182, Pocket D-17,
Sector 3, Rohini, New Delhi,
110085,



**Siddharth Singhal
(Director)**

DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi,
110006,

CASTLE ROCK ADVISORS PRIVATE LIMITED

CIN- U70109DL2007PTC162148, EMAIL-ID-INFO.ROC@APAC.IN

Annexure 2- Particulars of Conservation Of Energy, Technology Absorption and Foreign Exchange Earning / Outgo (Rule 8 Companies (Accounts) Rules, 2014)

(A) Conservation of Energy

Particulars	Power
a. Steps taken or impact on conservation of energy	Nil
b. Steps taken for utilizing alternate sources of energy	Nil
c. Capital investment on energy conservation equipment's	Nil

(B) Technology Absorption

(i) Efforts made towards technology absorption Nil

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution Nil

(iii) In case of imported technology
(Imported during the last three years reckoned from the beginning of the financial year):

(a) Details of technology imported Nil

(b) Year of import Nil

(c) Whether the technology been fully absorbed Nil

(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and Nil

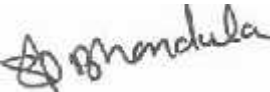
(iv) Expenditure incurred on research and development Nil

(C) Total Foreign Exchange Used and Earned

Particulars	2016-17	2015-16
Outgo (CIF Value of Imports)	NIL	Nil
Earning (FOB Value of Exports)	NIL	Nil

By Order of the Board of Directors
For Castle Rock Advisors Private Limited

Place: New Delhi
Date: 30th August, 2017



Satya Pal Bhandula
(Director)

DIN- 05100519

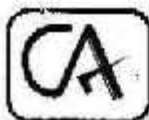
House No. 181-182, Pocket D-17,
Sector 3, Rohini, New Delhi,
110085,



Siddharth Singh
(Director)

DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi
110006



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
M/s INDUS NETLINK LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/S INDUS NETLINK LIMITED ("the company"), which comprise the Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



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

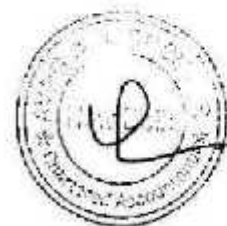
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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 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 31st March 2017 and its profit/loss for the year ended on that date.

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 terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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.

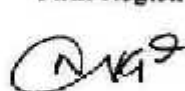


- c) the Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect of adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure B** and
- g) With respect to 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 derivatives contracts for which there were any material foreseeable losses.
- iii) There is no amount required to be transferred, to the Investor Education and Protection Fund by the company.
- iv) The Company has provided requisite disclosures in its financial statements as to holding as well as dealing in specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and If so, these are in accordance with the books of accounts maintained by the Company.

For AVR & ASSOCIATES.

Chartered Accountants

Firm Registration Number : 022056N



CA. ANIL VARMA

Partner

Membership number: 093374



Date- 10th August, 2017

Place- Delhi

ANNEXURE A TO THE AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s Indus Netlink Limited on the accounts of the company for the year ended 31st March, 2017.

We report that:

S. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	NA
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	NA
	(c) Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	NA
(ii)	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so whether they have been dealt with in the books of account	The Company is not having inventory hence this clause is not applicable.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms, LLPs, or other parties covered in the register maintained under section 189 of the Companies Act, If so:	No
	(a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest?	N.A
	(b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular	N.A
	(c) If the amount is overdue, state the total amount due for 90 days and whether reasonable steps have been taken by the company for recovery of the principal or interest	N.A
(iv)	In respect of loans, investments guarantees and security, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not provide details thereof.	Yes



(v)	In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	N.A., Company has not accepted deposits etc
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	N.A., Maintenance of cost records is not applicable to the company
(vii)	(a) Is the company 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 and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated.	Yes
	(b) In case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (a mere representation to the concerned Department shall not be treated as a dispute).	N.A
(viii)	Whether the company has defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders? If yes, the period and amount of default to be reported (in case of banks financial institutions and government, lender wise details to be provided).	No
(ix)	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported	N.A.
(x)	Whether any fraud by the company or any fraud on the Company by its officers/employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated	No



(xi)	Whether managerial remuneration has been paid /provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	N.A.
(xii)	Whether the Nidhi Company has complied with the Net Owned Fund to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% unencumbered term deposits as specified in the Nidhi Rules,2014 to meet out the liability	N.A
(xiii)	Whether all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.	N.A
(xiv)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details in respect of the amount involved and nature of non compliance.	N.A
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	NA
(xvi)	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	N.A

For AVR & ASSOCIATES.

Chartered Accountants

Firm Registration Number : 022056N

CA. ANIL VARMA

CA. ANIL VARMA

Partner

Membership number: 093374



Date- 10th August, 2017

Place- Delhi

ANNEXURE B TO THE AUDITOR'S REPORT

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 INDUS NETLINK LIMITED. (the company) as of 31st March 2017 in conjunction with our audit of the standalone 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 (ICAI). 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conduct our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and 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 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 were 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 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 assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of 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 Profit and Loss of the company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 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

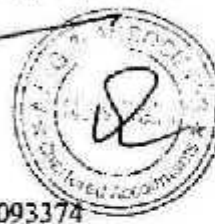
In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on internal control over financial reporting criteria established by the company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accountants of India.

For AVR & ASSOCIATES.

Chartered Accountants

Firm Registration Number : 022056N


CA. ANIL VARMA
Partner
Membership number: 093374



Date- 10th August, 2017

Place- Delhi

INDUS NETLINK LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2017
CIN:-U74899DL2000PLC105154

(Amount in Rs.)

PARTICULARS		Note No.	AS AT 31st MARCH, 2017	AS AT 31st MARCH, 2016
I	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	a) Share Capital	2	4,886,500.00	4,886,500.00
	b) Reserves and Surplus	3	28,373,873.50	28,389,688.50
			33,260,373.50	33,276,188.50
2	Current Liabilities			
	a) Other Current Liabilities	4	58,491.00	382,906.00
	b) Short Term Provisions		-	-
			58,491.00	382,906.00
	Total		33,328,864.50	33,659,094.50
II	ASSETS			
1	Non-Current Assets			
	a) Fixed Assets		-	-
	b) Non-Current Investments	5	33,308,960.00	28,487,960.00
	c) Long Term Loan and Advances		-	-
	Total		33,308,960.00	28,487,960.00
2	Current Assets			
	a) Cash and Cash Equivalents	6	19,904.50	21,134.50
	b) Other Current Assets	7	-	5,150,000.00
			19,904.50	5,171,134.50
	Total		33,328,864.50	33,659,094.50
	Significant Accounting Policies	1	-	-
	Notes forming part of financial statement	2-10		

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

For AVRIG & ASSOCIATES
Chartered Accountants
F.R. No.022056N

For Indus Netlink Limited


(CA ANIL VARMA)
PARTNER
Mem. No. - 093374


SHILENDRA SINGH CHAUHAN
DIRECTOR
DIN:07545559


ANKIT KUMAR
AGRAWAL
DIRECTOR
DIN:06993515

Dated 10th August 2017
Place : Delhi

INDUS NETLINK LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

CIN:-U74899DL2000PLC105154

(Amount in Rs.)

PARTICULARS	Note No.	Current Year 2016-17	Previous Year 2015-16
I. Revenue from Operations			
II. Other Income	8	1,000.00	-
III. Total Revenue		1,000.00	-
IV. Expenses:			
Finance Cost		-	-
Other Expenses	9	16,815.00	19,188.50
Total Expenses		16,815.00	19,188.50
V. Profit before Extraordinary items		(15,815.00)	(19,188.50)
VI. Extraordinary items		-	-
VII. Profit before Tax		(15,815.00)	(19,188.50)
VIII. Income Tax Provision			
IX. Profit for the year		(15,815.00)	(19,188.50)
X. Earnings per equity share			
i) Basic		(0.03)	(0.04)
ii) Diluted		(0.03)	(0.04)

This is the Profit & Loss Account referred to in our report of even date.

For AVRIG & ASSOCIATES

Chartered Accountants

F.R. No.022056N

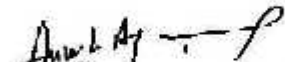

 (CA ANIL VARMA)
 PARTNER

Mem. No. - 093374



For Indus Netlink Limited


 SHILENDRA SINGH CHAUHAN
 DIRECTOR
 DIN:07545559


 ANKIT KUMAR AGRAWAL
 DIRECTOR
 DIN:06993515

Dated 10th August 2017

Place : Delhi

INDUS NETLINK LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017
CIN: U74899DL2000PLC105154

Particulars	AS AT 31.03.2017	AS AT 31.03.2016
A. Cash Flows from operating activities		
Net Profit before Tax and Prior Period Adjustment	(15,815)	(19,189)
Adjustment for:		
Depreciation	-	-
Non cash expenses	-	-
Loss on Sale of Fixed Assets	-	-
Operating Profit before Working Capital Changes	(15,815)	(19,189)
Increase/(Decrease) in current Liabilities	(314,415)	349,075
Decrease/(Increase) in Stock in trade	-	-
(Increase)/Decrease in current Assets	5,150,000	(5,150,000)
Increase/(Decrease) in Provision	-	-
Cash Generated from Operating Activities	4,819,770	(4,820,114)
Direct Tax Paid for earlier years	-	-
Cash Flow Before Extra Ordinary Items	4,819,770	(4,820,114)
Net Cash Inflow/(Outflow) from Operating Activities	4,819,770	(4,820,114)
B. Cash Flows from Investing Activities		
Sale proceeds	-	-
Purchase of Investment	(4,821,000)	(15,537,960)
Interest Received	-	-
Net Cash Inflow/(Outflow) from Investing Activities	(4,821,000)	(15,537,960)
C. Cash Flows from Financing Activities		
Share Capital Issued	-	-
Repayment of Loan	-	-
Net Cash Inflow/(Outflow) from Financing Activities	-	-
Net Increase/(Decrease) In cash and Cash Equivalents	(1,230)	(20,358,074)
Cash and Cash Equivalents at the beginning of the year	21,135	20,379,208
Cash and Cash Equivalents at the end of the year	19,905	21,135
	-	0
Notes:		
1 Cash Flow statement has been prepared under the Indirect method as set out in Accounting Standard - 3		
2 Cash and cash equivalents represent cash and bank balances.		

This is the Cash Flow Statement referred to in our report of even date.

For AVR & ASSOCIATES
Chartered Accountants
F.R. No.022056N


(CA ANIL VARMA)
PARTNER
Mem. No. - 093374

For Indus Netlink Limited


SHILENDRA SINGH
CHAUHAN
DIRECTOR
DIN:07545559


ANKIT KUMAR
AGRAWAL
DIRECTOR
DIN:06943515

Dated 10th August 2017

Place : Delhi

INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

NOTE 1. Significant Accounting Policies:

1.1 Basis of Preparation of Financial Statements.

The financial statements have been prepared on the historical cost convention, on an accrual basis and comply in all material respect with the accounting standards notified by the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

1.2 Use of Estimates.

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is adjusted prospectively in the current and future periods.

1.3 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

1.4 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



A handwritten signature in black ink.

A handwritten signature in black ink.

INDUS NETLINK LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT

Note No.2- Share Capital		As at 31st March, 2017		As at 31st March, 2016	
		Number	Amount	Number	Amount
a) Authorized Equity Shares of Rs.10 each		500,000	5,000,000.00	500,000	5,000,000.00
a) Issued, Subscribed and Fully Paid up Equity Shares of Rs.10 each		488,650	4,886,500.00	488,650	4,886,500.00
TOTAL		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					
Particulars		As at 31st March, 2017		As at 31st March, 2016	
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:					
Particulars		As at 31st March, 2017		As at 31st March, 2016	
		No. of Shares held	% Holding	No. of Shares held	% Holding
Jagind Offshore Services Private Limited		40,000	8.19	Nil	Nil



[Signature]

[Signature]

PARTICULARS	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
Note No.3- Reserves & Surplus		
Security Premium		
Opening Balance at the beginning of the year	28,630,500.00	28,630,500.00
Add: Addition during the year	-	-
Closing Balance at the end of the year (a)	28,630,500.00	28,630,500.00
Profit & Loss Account		
Opening Balance at the beginning of the year	(340,811.50)	(221,623.00)
Profit/(Loss) for current period	(15,815.00)	(19,188.50)
Add: taxes paid in earlier years in excess of provisions written back	-	-
Closing Balance at the end of the year (b)	(256,626.50)	(240,811.50)
Total: (a+b)	28,373,873.50	28,389,688.50
Note No.4- Other current Liabilities		
Expenses Payable	68,491.00	52,906.00
Others	-	330,000.00
	68,491.00	382,906.00
Note No.5- Non Current Investments		
Investment in Unquoted Shares	33,308,960.00	28,487,960.00
	33,308,960.00	28,487,960.00
Note No.6- Cash and Cash Equivalents		
Balance with schedule bank in current account	19,655.50	20,885.50
Cash in hand & Imprest	249.00	249.00
	19,904.50	21,134.50
Note No.7- Other Current Assets		
Other Current Assets	-	5,150,000.00
	-	5,150,000.00
Note No.8- Other Income		
Profit on Sale of Investment	1,000.00	-
	1,000.00	-
Note No.9- Other Expenses		
Audit Fee	8,625.00	8,625.00
Filing Fees and Taxes	3,400.00	10,450.00
Bank Charges	230.00	114.50
Misc. Exp	4,880.00	(1.00)
	16,135.00	19,188.50



[Handwritten signatures]

INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

NOTE 10

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

- 10.1 Detail of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the Table below :-

Particulars	SBN's	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	249.00	249.00
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	-	-
(-) Amount Deposit in Banks	-	-	-
Closing Cash in hand as on 30.12.2016	-	249.00	249.00

- 10.2 In the opinion of the management, the aggregate value of current assets, loan and advances on realization in the ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.
- 10.3 The company has no deferred tax liability / assets as on 31st March'2017.
- 10.4 Loans and receivables are subject to confirmations.
- 10.5 Previous year's figures have been regrouped /re classified, wherever necessary, to correspond with current year's classification / disclosure.
- 10.6 Earnings in Foreign Exchange are NIL.

	2016-17	2015-16
10.7 Directors Remuneration:	NIL	NIL



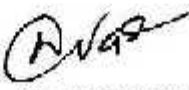
10.8 Remuneration to Auditors:

(Amount in Rs.)

Particulars	2016-17	2015-16
- Audit Fee	8625.00	8625.00

As per separate report of even date attached

For AVR & ASSOCIATES
Chartered Accountants


CA ANIL VARMA
Partner
M. NO: 093374



SHILENDRA SINGH
CHAUHAN
Director
DIN: 07545559

for INDUS NETLINK LIMITED


ANKIT KUMAR
AGRAWAL
Director
DIN: 06993515

Date: 10th August, 2017
Place: Delhi

INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

Registered Office : 25, Bazar Lane, Bengali Market,
Connaught Place, New Delhi - 110001

Contact : 011-23731230 E-mail : narender.jain1954@rediffmail.com

NOTICE

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting of the Members of the Company will be held on **Monday, September 4, 2017 at 09.30 A.M.** at its registered office situated at **25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001** to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements comprises Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ending March 31, 2017 and the report of the Board of Directors and Auditors thereon.
2. To re - appoint Mr. Ankit Kumar Agrawal (DIN: 06993515), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s A A R & ASSOCIATES, (FRN: 022056N), Chartered Accountants as the Statutory Auditors of the Company, the Auditors were originally appointed in 14th Annual General Meeting until the conclusion of 19th Annual General Meeting, to be held in Calendar Year 2019, subject to the ratification by Members at subsequent Annual General Meeting with such remuneration as may be decided by Board.


SPECIAL BUSINESS:-

To consider and if deemed fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT Pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise the securities of any other body corporate up to a limit not exceeding Rs. 1000 crore (Rupees One Thousand Crore only) notwithstanding that the aggregate of the securities to be acquired in any such body corporate may exceed the limits prescribed under the said section."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to any of the Directors or duly constituted committee of Directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board
For INDUS NETLINK LIMITED
Indus Netlink Ltd


(Shilendra Singh Chavhan)
DIRECTOR
DIN No. 07545559

DATE: 10.08.2017

PLACE: NEW DELHI

NOTES:

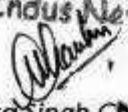
- A. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED AT THE END OF THE ANNUAL REPORT.**
- B. The Annual Report for the year ended 31st March, 2017 containing inter-alia, the Directors' Report, Auditors' Report and the Audited Financial Statements are enclosed.**
- C. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting and attendance slip duly signed so as to avoid inconvenience**
- D. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**
- E. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least Seven Days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.**
- F. Address Change intimation: Members are requested to intimate change in their address, if any, immediately to the company.**
- G. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.**

Explanatory statement pursuant of Section 102 of the Companies Act, 2013

Item No. 4

The company is proposing to make substantial investments in the areas of business of the company to further the growth of the company in an inorganic manner. As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorized to invest upto Rs. 1000 crore (Rupees One Thousand Crore only) in any body corporate by way of subscription and / or purchase of equity / equity related securities and /or debentures, grant of loan, guarantee and /or providing of securities from time to time.

As per section 180 of the Companies Act, 2013, a Company cannot make investment; give loan or guarantee or providing security in excess of the limits set out there in unless it is previously authorized by a special resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a Special Resolution. The funds required for the investment will be sourced through internal accruals, equity proceeds and/ or borrowing.

By Order of the Board
For INDUS NETLINK LIMITED
Indus Netlink Ltd

(Shilendra Singh Chhabra)
DIRECTOR
DIN No. 07545559

DATE: 10.08.2017
PLACE: NEW DELHI

INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

Registered Office : 25, Bazar Lane, Bengali Market,
Connaught Place, New Delhi - 110001

Contact : 011-23731230 E-mail : narender.jain1954@rediffmail.com
Form No. MGT-11

Proxy form

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

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature or failing him	

Name :	E-mail Id:
Address:	
Signature or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th (Seventh) Annual General Meeting of the company, to be held on Monday, 4th day of September, 2017 at 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001 at 9:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	ORDINARY BUSINESS :		
1.	To receive, consider and adopt the Audited Financial Statements comprises Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ending March 31, 2017 and the report of the Board of Directors and Auditors thereon.		
2.	To re - appoint Mr. Ankit Kumar Agrawal (DIN: 06993515), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of M/s A A R & ASSOCIATES, (FRN: 022056N), Chartered Accountants as the Statutory Auditors of the Company, the Auditors were originally appointed in 14th Annual General Meeting until the conclusion of 19th Annual General Meeting, to be held in Calendar Year 2019, subject to the ratification by Members at subsequent Annual General Meeting with such remuneration as may be decided by Board.		
	SPECIAL BUSINESS :		
4.	To approve the limit of investment, give any guarantee and provide security under section 186		

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of Proxy holder

Affix Revenue
Stamps

Signature of the
shareholder across
Revenue Stamp

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

INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

Registered Office : 25, Bazar Lane, Bengali Market,
Connaught Place, New Delhi - 110001

Contact : 011-23731230 E-mail : narender.jain1954@rediffmail.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

17th Annual General Meeting on 04.09.2017

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a registered shareholder / proxy for the registered Shareholder of the Company
I hereby record my presence at the 17th Annual General Meeting of **INDUS NETLINK LIMITED** on
Monday, September 4, 2017 at 25, Bazar Lane, Bengali Market, Connaught Place, New Delhi-110001
at 9:30 A.M.

(Member's /Proxy's Signature)

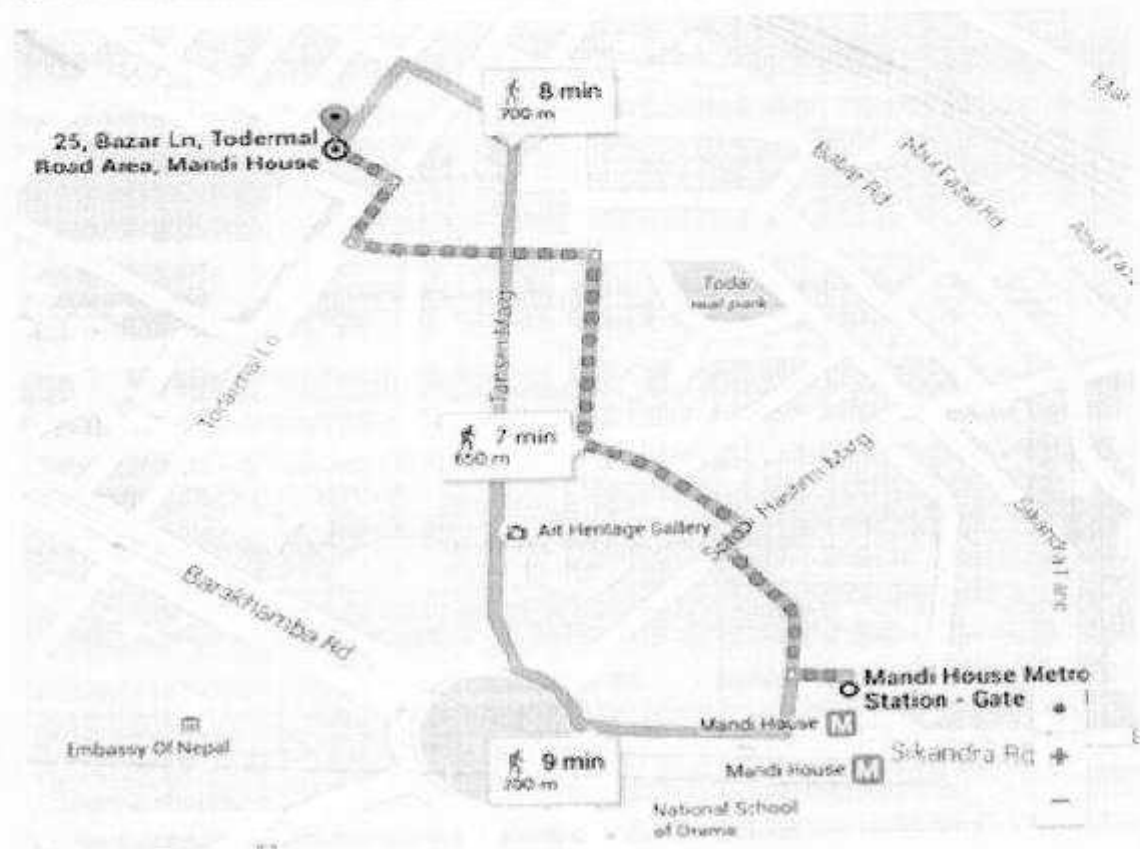
Note:

1. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
2. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROAD MAP

Route map of the Venue of ACM

VENUE OF ACM: 25, BAZAR LANE, BANGALI MARKET, CONNAUGHT PLACE, NEW DELHI - 110 001



INDUS NETLINK LIMITED

CIN: U74899DL2000PLC105154

Registered Office : 25, Bazar Lane, Bengali Market,
Connaught Place, New Delhi - 110001

Contact : 011-23731230 E-mail : narender.jain1954@rediffmail.com

DIRECTORS REPORT

To,
The Members,
M/S INDUS NETLINK LIMITED

The Directors of your company are pleased to present the 17th (Seventeenth) Annual Report on the business of the Company and Audited Financial Statements for the Financial Year ended March 31, 2017.

1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

The financial results for the year ended 31st March, 2017 and the corresponding figures for the last year are as under

Particulars	As on 31.03.2017 (In INR)	As On 31.03.2016 (In INR)
Share Capital	48,86,500.00	48,86,500.00
Receipts & Other Income	1,000.00	-
Expenditure	16,815.00	19,188.50
Depreciation	-	-
Profit / (Loss) before tax	(15,815.00)	(19,188.50)
Provision for tax	-	-
Deferred Tax	-	-
Profit / (Loss) after taxation	(15,815.00)	(19,188.50)

2. DIVIDEND

Due to Suffer loss, The Board does not propose any dividend for this financial year.

3. RESERVES

The Board of Directors does not propose any amount to be transferred to any specific reserves.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIR

During the Year the Company has suffered a net loss of Rs. 15,815/- The Company is working with positive approach inspite of adverse market conditions. The Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and to reduce costs. Innovations, investment and positive modifications are expected in the near future.

5. CHANGE IN THE NATURE OF BUSINESS

During the year under consideration there was no change in the nature of the business.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No significant material changes and commitments have occurred between the date of the balance sheet and the date of the audit report.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

During the year under consideration no orders of any nature were passed by Regulators / Court / Tribunals against the company.

8. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

The company does not have any subsidiary, associate and joint venture company.

9. DEPOSITS

The company has not accepted any Deposits under section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. Neither, any deposit of previous years is unpaid or unclaimed during the financial year.

10. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

During the Reporting period, The Company has an internal control system commensurate with the size, scale and complexity of its operations.

11. STATUTORY AUDITORS

M/s. A A R & ASSOCIATES (FRN No.022056N), Chartered Accountant, has been appointed as Statutory Auditor of the Company at 14th Annual General Meeting held on 30th September, 2014 to hold office until conclusion of 19th Annual General Meeting, to be held in Calendar Year 2019, subject to the ratification at every subsequent Annual General Meeting, as provided in Section 139 of the Companies Act, 2013, the said appointment is being placed for ratification at the forthcoming Annual General Meeting.

The Company has received a confirmation from M/s. A A R & ASSOCIATES, Chartered Accountant to the effect that their appointment, if made, at the ensuing AGM would be in terms of Sections 139 and 141 of the Companies Act, 2013 and rules made there under and that they are not disqualified for re-appointment.

12. AUDITORS' REPORT

Auditors Report, in respect of the Audited Financial Statement of 31.03.2017, is self - Explanatory & No fraud was reported by Auditors to Board and does not warrant any further comments / explanation from the Board of Directors.

13. SHARE CAPITAL

During the financial year, the Company had not issued any Equity Shares with Differential rights, any Sweat Equity Shares and any Employee Stock Options.

14. EXTRACT OF THE ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Annual Report as **ANNEXURE A**

15. DIRECTORS AND KEY MANAGERIAL PERSONEL:

During the reporting period, Mr. Prince Goyal, Mr. Ankit Kumar Agrawal and Mr. Shilendra Singh Chauhan, were the Directors of the Company who were admitted into Board on 05.12.2012, 01.09.2015 & 04.06.2016 respectively.

Mr. narendra Kumar Jain has resigned from the Board during the year on 4th June, 2016.

16. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company has conducted **5 (Five)** meetings during this year from 01.04.2016 to 31.03.2017 which is in compliance to the provisions of the Companies Act, 2013.

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The Board Meetings are pre-scheduled and notice, agenda of the Board Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to enable the Directors to take an informed decision. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

During the Financial Year 2016-17, Five Board Meetings were scheduled as under:

Date of Board Meeting	Directors attended the Meetings
4 th June, 2016	All Directors of the company present at the Meeting
6 th June, 2016	All Directors of the company present at the Meeting
30 th August, 2016	All Directors of the company present at the Meeting
5 th December, 2016	All Directors of the company present at the Meeting
31 st March, 2017	All Directors of the company present at the Meeting

17. GENERAL BODY MEETINGS

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Financial ended	year	Date & Time	Venue	Special Passed	Resolution
31 st March, 2016		September 30, 2016 at 12:45 P.M.	25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001	No Resolution passed	Special was
31 st March, 2015		September 30, 2015 04:30 P.M.	25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001	No Resolution passed	Special was
31 st March, 2014		September 30, 2014 05:00 P.M.	25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001	No Resolution passed	Special was

During the period, no Extra-Ordinary General Meetings of the Company was held

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

(a) Conservation of Energy:

(i)	the steps taken or impact on conservation of energy	Company's activities does not consume significant amount of energy.
(ii)	the steps taken by the company for	Not applicable, in view of comments in

	utilizing alternate sources of energy.	clause (i)
(iii)	the capital investment on energy conservation equipment's	Not applicable, in view of comments in clause (i)

(b) Technology absorption:

(i)	the effort made towards technology absorption	Nil
(ii)	the benefits derived like product improvement cost reduction product development or import substitution	Nil
(iii)	in case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil
	(a) the details of technology imported	
	(b) the year of import	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

Earnings: NIL

Outgoings: NIL

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186.

As per the Audited Balance sheet, the company has investment in unquoted shares of Rs. 3, 33, 08,960/- covered under the provisions of section 186 of the Companies Act, 2013.

20. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years therefore there were no funds which were required to be transferred to Investor Education and Protection Fund.

21. MANAGERIAL REMUNERATION

Details of Managerial Remuneration required to be Disclosed in Board's Report as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: **NIL**

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under consideration, the company has not entered into any contract or arrangements with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereof.

23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place a Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

24. RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

25. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. ACKNOWLEDGEMENTS

Your company takes this opportunity to thank all the Shareholders of the company for their continued support.

Your directors wish to place on record their appreciation for the co-operation and support received from employees, staff and other people associated with the company and look forward for their continued support.

By Order of the Board
For INDUS NETLINK LIMITED

Indus Netlink Ltd

(Shilendra Singh Chauhan)
DIRECTOR

DIN No. 07545559

DATE: 10.08.2017
PLACE: NEW DELHI

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U74899DL2000PLC105154
2	Registration Date	10.04.2000
3	Name of the Company	INDUS NETLINK LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	25, Bazar Lane, Bengali Market, Connaught Place, New Delhi - 110 001
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Internet services, developing software and trade	6399	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A				

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF			-	0.00%			-	0.00%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	-	-	-	0.00%	-	-	-	0.00%	0.00%

(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A)(2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	-	-	0.00%	-	-	-	0.00%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt.			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.			-			12350	42350	8.67%	0.00%
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
bi) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		40200	40,200	8.23%	-	39,550	39,550	8.03%	-1.62%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	448,450	448,450	91.77%	-	406,750	406,750	83.24%	-9.30%
c) Others (specify)									
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - DR			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	-	488,650	488,650	100.00%	-	488,650	488,650	100.00%	0.00%
Total Public (B)	-	488,650	488,650	100.00%	-	488,650	488,650	100.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	488,650	488,650	100.00%	-	488,650	488,650	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	NA	-	0.00%		-	0.00%		0.00%
2		-	0.00%		-	0.00%		0.00%
		-	0.00%		-	0.00%		0.00%
	Total	-	0.00%		-	0.00%		0.00%

(ii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Jasgod offshore Private						
	At the beginning of the year	01.04.2016		-	0.00%	40,000	0.19%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		-	0.00%	40,000	0.19%
2	Mr. Virender Singh						
	At the beginning of the year	01.04.2016		23,900	4.89%	23,900	4.89%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		23,900	4.89%	23,900	4.89%
3	Mr. Balvinder Singh						
	At the beginning of the year	01.04.2016		23,900	4.89%	23,900	4.89%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		23,900	4.89%	23,900	4.89%
4	Mr. Ashok Gupta						
	At the beginning of the year	01.04.2016		23,400	4.79%	23,400	4.79%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		23,400	4.79%	23,400	4.79%
5	Mr. Kamal Agarwal						
	At the beginning of the year	01.04.2016		22,500	4.60%	22,500	4.60%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		22,500	4.60%	22,500	4.60%
6	Mr. V.Rathi						

	At the beginning of the year	01.04.2016		22,500	4.60%	22,500	4.60%
	Changes during the year				0.00%		0.00%
	At the end of the year	31.03.2017		22,500	4.60%	22,500	4.60%

7	Mr. Jaswant Singh Chauhan						
	At the beginning of the year	01.04.2016		22,400	4.58%	22,400	4.58%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		22,400	4.58%	22,400	4.58%

8	Mr. Sharad Aggarwal						
	At the beginning of the year	01.04.2016		21,950	4.49%	21,950	4.49%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		21,950	4.49%	21,950	4.49%

9	Mr. Ajay Tiwari						
	At the beginning of the year	01.04.2016		21,950	4.49%	21,950	4.49%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		21,950	4.49%	21,950	4.49%

10	Mr. J. K. Negi						
	At the beginning of the year	01.04.2016		20,700	4.24%	20,700	4.24%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		20,700	4.24%	20,700	4.24%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. GHILENDRA SINGH CHAUDHAN						
	At the beginning of the year	01.04.2016			0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year	31.03.2017			0.00%		0.00%
2	Mr. PRINCE GOYAL						
	At the beginning of the year	01.04.2016			0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year	31.03.2017			0.00%		0.00%
3	Mr. ANKIT KUMAR AGRAWAL						
	At the beginning of the year	01.04.2016			0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year	31.03.2017			0.00%		0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Insecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WT/D/ Manager		Total Amount (Rs/Lac)
	Name			
	Designation			
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
	Commission			-
4	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lac)
1	Independent Directors			-
	Fee for attending board committee			-
	Commission			-
	Others, please specify			-
	Total (1)	-	-	-

2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name				
	Designation	CEO	CFD	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For INDUS NETLINK LIMITED

Indus Netlink Ltd



(SHILENDRA SINGH CHAURASIA) Director

DIRECTOR

DIN: 07545559

Place: New Delhi

Date: 10.08.2017



Independent Auditor's Report

**TO THE MEMBERS OF
K2 INFOSOLUTIONS PRIVATE LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **K2 Infosolutions Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017 and the Statement of Profit and loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





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

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

OPINION

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- (b) In the case of the Statement of Profit and Loss, of the profit/loss of the Company for the year ended on that date;

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. Requirements of 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.
- 2. 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - 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 and 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 Rules, 2014.
- f) In our opinion, there is no such observation which may have adverse effect on the functioning of the company.
- g) On the basis of written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of Directors is disqualified as on 31st March, 2017 from being appointed as a Director in terms of sub section (2) of Section 164 of the Act.
- h) There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
- i) With respect to the other matters included in the Auditor's Report and to our 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 derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company had provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer note 17 to the notes to the accounts of the financial statement.

For AVR & Associates
(Chartered Accountants)

Firm Reg. No. : 022056N

Anil Varma

(Partner)

Membership No: 093374



Place: New Delhi

Date: 30th August, 2017

K2 Infosolutions Private Limited

Regd Off : House No. 14, Block-L, Sector-2 DSIDC, Bawana, New Delhi-110039

CIN-U72900DL2011PTC226907

Balance Sheet as at 31st March, 2017

(Amount in Rs.)

S.No	Descriptions	Note No.	As at March 31, 2017	As at March 31, 2016
EQUITIES & LIABILITIES				
I	Shareholder's Funds			
	Share Capital	3	8,00,500	8,00,500
	Reserve & Surplus	4	5,18,17,712	5,17,77,982
II	Share Application Money Pending Allotment			
III	Non Current Liabilities			
	Long Term Borrowings	5	55,81,000	-
IV	Current Liabilities			
	Short Term Provisions	6	16,922	1,990
	Other Current Liabilities	7	78,800	11,500
Total (I + II+III+IV)			5,82,94,934	5,25,91,972
ASSETS				
V	Non Current Assets			
	Non Current Investments	8	4,35,01,000	2,60,03,500
	Long Term Loans & Advances	9	1,40,41,270	2,61,43,500
	Other Non-Current Assets	10	18,706	24,941
VI	Current Assets			
	Cash & Cash Equivalents	11	6,52,483	4,11,666
	Other Current Assets	12	81,475	8,365
Total (V + VI)			5,82,94,934	5,25,91,972
Summary of significant accounting policies		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)

Anil Varma
Partner
Membership No.: 093374



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

Siddharth Singhal
Director
DIN : 03635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

K2 Infosolutions Private Limited

Regd Off : House No. 14, Block-L, Sector-2 DSIDC, Bawana, New Delhi-110039

CIN-U72900DL2011PTC226907

Statement of Profit & Loss for the period ended 31st March, 2017

(Amount in Rs.)

S.No	Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I	Revenue			
	Revenue from Operations	13	18,14,745	1,28,475
	Other Income	14	255	
	Total (I)		18,15,000	1,28,475
II	Administrative Expenses			
	Employee Benefit expenses	15	8,04,000	67,000
	Other Expenses	16	9,54,348	55,020
	Total (II)		17,58,348	1,22,020
III	Profit before Exceptional and Extraordinary Items and Tax (I - II)		56,652	6,455
IV	Exceptional Items			
V	Profit before Extraordinary Items and Tax (III - IV)		56,652	6,455
VI	Extraordinary Items			
VII	Profit before Tax (V - VI)		56,652	6,455
VIII	Current Tax		16,922	1,990
	Profit (Loss) for the Period (VII - VIII)		39,730	4,465
	Earning Per Equity Share			
	Basic		0.051	0.056

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
K2 Infosolutions Private Limited

Siddharth Singhal
Director
DIN : 403635392

Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

For the year ended 31st March 2017

CIN-U72900DL2011PTC226907

1 Company Information

K2 Infosolutions Private Limited ('The Company') incorporated in India on 1st November, 2011 and has its registered office in H.No 14, Block-L, Sector-02, DSIDC, Bawana, New Delhi,-110039

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

2.6 Cash and Cash Equivalents

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

2.7 Taxes on Income

Income Tax expenses comprises of current tax and deferred tax (asset or liability). Current tax is the amount of tax

For AVR & Associates

Chartered Accountants

(Firm Reg. No. 022066N)

Anil Varma

Partner

Membership No.: 093374



For and on Behalf of the Board of Directors

K2 Infosolutions Private Limited

Siddharth Singhal

Director

DIN : 003635392

Satya Pal Bhandula

Director

DIN : 05100519

Place : New Delhi

Dated : 30th August 2017

Notes to and forming Part of Balance Sheet as at 31st March, 2017

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2017		As at 31st March 2016	
		No. of Shares	Amount	No. of Shares	Amount
3	Share Capital:				
3.1	Share Capital:				
	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	-	-	-	-
	Equity Shares at the end of Accounting Period	80,050	8,00,500	80,050	8,00,500
3.2	Terms/Rights attached to Equity Shares 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.				
3.3	Shareholders holding more than 5% shares in the company along with number of shares.				
		As at 31.03.2017		As at 31.03.2016	
	Name of the Share Holder	No. of Shares	% of Holdings	No. of Shares	% of Holdings
	Siddharth Singhal	13,650	17.05	13,650	17.05
	Satya Pal Bhandula	13,650	17.05	13,650	17.05
	Khushboo Jindal	9,250	11.56	9,250	11.56
	Madhu Bhandula	17,135	21.41	17,135	21.41
	Pradeep Kumar	17,115	21.38	17,115	21.38
	Veena Rani	9,250	11.56	9,250	11.56
	Total	80,050	100.00	80,050	100.00

For AVR & Associates
Chartered Accountants

(Firm Reg. No. 022058N)

Anil Varma
Partner

Membership No.: 093372

Place : New Delhi

Dated : 30th August 2017

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

Siddharth Singhal
Director

DIN : 403635392

Satya Pal Bhandula
Director

DIN : 05100519

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
4	Reserve & Surplus		
	Security Premium Account		
	At the beginning of Accounting Period	5,18,37,000	5,18,37,000
	Addition during the year		
	At the end of Accounting Period	5,18,37,000	5,18,37,000
	Profit & Loss Account		
	At the beginning of Accounting Period	(59,018)	(62,481)
	Addition during the year	39,730	4,461
	(Balance in statement of Profit & Loss A/c)		
	At the end of Accounting Period	(19,288)	(58,019)
	Total	5,18,17,712	5,17,77,982
5	Long Term Borrowings		
	Unsecured Loans Considered Good	55,81,000	
	Total	55,81,000	
6	Short Term Provisions		
	Provision For Income Tax	16,922	1,994
	Total	16,922	1,994
7	Other Current Liabilities		
	Expenses Payable	78,800	11,500
	Total	78,800	11,500
8	Non Current Investment		
	In Equity Instruments		
	Others (Unquoted)	4,35,01,000	2,60,02,500
	Total	4,35,01,000	2,60,02,500
9	Long Term Loans and Advances		
	Unsecured considered good		
	Other Loans & Advances	1,61,43,270	2,61,43,800
	Total	1,61,43,270	2,61,43,800
10	Other Non Current Assets		
	Misc. Expenses		
	(To the extent not written off or adjusted)		
	Preliminary and Pre Operative Expenses		
	Opening Balance	24,241	22,120
	Addition during the year		
	Less : Written off during the year	8,255	(2,581)
	Total	15,986	19,539
11	Cash & Cash Equivalents		
	Balance With Banks		
	HDFC Bank Limited		5,628
	Cash in Hand	17,281	3,77,034
	Total	17,281	3,82,662
12	Other Current Assets		
	Income Tax Refund - AY 2013-14		80
	TDG Receivable	81,475	(7,362)
	Total	81,475	72,718

For AVRS & Associates
Chartered Accountants
(Firm Reg. No. 0205563)

Adil Varma
Partner
Membership No.: 11374

Place: New Delhi
Date: 10th August 2017

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

Director
DIN : 00363539

Satya Pal Uhandate
Director
PIN : 05100519

For the year ended 31st March 2017

CIN-U72900DL2011PTC226907

Notes to and forming Part of Statement of Profit & Loss for the year ended 31st March, 2017

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
13	Revenue from Operation		
	Interest Income	5,64,745	1,28,475
	Contractual Income	12,50,000	-
	Total	18,14,745	1,28,475
14	Other Income		
	Interest on Income Tax Refund	255	-
	Total	255	
15	Employee Benefits		
	Salary & Wages	8,04,000	67,000
	Total	8,04,000	67,000
16	Other Expenses		
	Accounting Charges	98,000	24,000
	Audit Fees	11,600	11,500
	Bank Charges	4,207	5,680
	ROC Filing Fees	600	1,200
	Short & Excess	-	50
	Miscellaneous Expenses Written Off	6,235	12,581
	Professional Charges	4,77,580	-
	Conveyance Expenses	57,665	-
	Tour & Travelling Expenses	2,09,450	-
	Staff Welfare	59,132	-
	Miscellaneous Expenses	31,300	-
	Total	9,54,348	55,020

For AVRG & Associates

Chartered Accountants

(Firm Reg. No. 022056N)

Anil Varma
Partner

Membership No.: 093374



Place : New Delhi

Dated : 30th August 2017

For and on Behalf of the Board of Directors

K2 Infosolutions Private Limited

Siddharth Singhal
Director
DIN : 03636392Satya Pal Bhandula
Director
DIN : 05100519

For the year ended 31st March 2017

CIN-U72900DL2011PTC226907

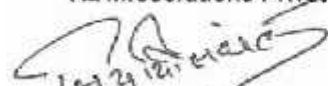
17	During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31st March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:			
	Particulars	SBNs	Other Denomination Notes	Total
	Closing cash in hand as on 08.11.2016	2,45,000	588	2,45,588
	(+) Permitted receipts		50,000	50,000
	(-) Permitted payments			-
	(-) Amount deposited in banks	2,45,000		2,45,000
	Closing cash in hand as on 30.12.2016		50,588	50,588

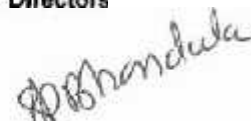
For AVR & Associates
Chartered Accountants
(Firm Reg. No. 022056N)


Anil Varma
Partner
Membership No.: 093374



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


Siddharth Singhal
Director
DIN : 03635392


Satya Pal Bhandula
Director
DIN : 05100519

Place : New Delhi
Dated : 30th August 2017

For the year ended 31st March 2017

CIN-U72900DL2011PTC226907

Other Disclosures		As at March 31, 2017	As at March 31, 2016
18 (a)	<u>Contingent Liabilities</u>	NIL	NIL
18. (b)	<u>Capital Commitments</u>	NIL	NIL
18.(c)	<u>Other Commitments</u>	NIL	NIL
19	<u>Details of Remuneration to Auditor</u>		
(a)	As Statutory Auditor	11,800	11,500
(b)	For Other Services		
(c)	Out of Pocket Expenses		
20	Expenditure in Foreign Currency	NIL	NIL
21	<u>Earning Per Share</u>		
	Particulars	AS on 31st March, 2017	As on 31st March, 2016
	Net Profit/(Loss) after tax (in Rs)	39,730	4,465
	Weighted Average No. of Equity Shares	80,050	80,050
	Earning Per Share (in Rs)	0.50	0.06
	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, 2016. 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>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. 022056M)

Anil Varma

Partner

Membership No. 093074

For and on Behalf of the Board of Directors

K2 Infosolutions Private Limited

Siddharth Singhal

Director

DIN : 003635392

Satya Pal Bhandula

Director

DIN : 05100519

Place : New Delhi

Dated : 30th August 2017

K2 Infosolutions Private limited

House No. 14, Block-L, Sector-2 DSIDC, Bawana, Delhi-110039

Ph. & Fax No. 011-41053318

CIN: U72900DL2011PTC226907

Website: info.roc@apac.in

NOTICE

NOTICE is hereby given that the 06th Annual General Meeting of the Members of "K2 INFOSOLUTIONS PRIVATE LIMITED" will be held as schedule below:

Date : 29th September, 2017

Day : Friday

Time : 11:30 A.M.

Venue : House No. 14, Block-L, Sector-2 DSIDC, Bawana, New Delhi-110039

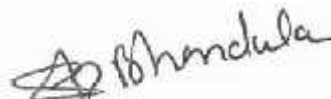
ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors and to fix their remuneration and, In this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules frame there under, as amended from time to time, the Company be and is hereby ratifies the appointment of M/s. AVRG & Associates, Chartered Accountants (FRN 022056N)(Formerly known as AAR & Associates), as Statutory Auditors of the Company for the financial year 2017-18 whose appointment has been approved at the Annual General Meeting held on September 30 2014 for a term of 5 years on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By Order of the Board of Directors
For K2 Infosolutions Private Limited

Place: New Delhi
Date: 30th August, 2017



Satya Pal Bhandula

(Director)

DIN- 05100519

House No. 181-182, Pocket D-17, Sector
3, Rohini, New Delhi, 110085,



Siddharth Singh

(Director)

DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi,
110006.

K2 Infosolutions Private Limited

House No: 14, Block-L, Sector-2 DSIDC, Bawana, Delhi-110039

Ph. & Fax No. 011-41053318

CIN: U72900DL2011PTC226907

Website: info.roc@apac.in

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE.
- B. The Annual Report for the year ended March 31, 2017 containing inter-alia, the Directors' Report, Annexure to Director's Report, Auditors' Report and the audited financial statements are enclosed.
- C. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting and attendance slip duly signed so as to avoid inconvenience.
- D. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

**By Order of the Board of Directors
For K2 Infosolutions Private Limited**

Place: New Delhi

Date: 30th August, 2017


Satya Pal Bhandula
(Director)
DIN- 05100519

House No. 181-182, Pocket D-17, Sector
3, Rohini, New Delhi, 110085,


Siddharth Singh
(Director)
DIN: 03635392
404-Haveli Haider Kuli,
Chandni Chowk, Delhi,
110006,

ATTENDANCE SLIP

06th AGM K2 INFOSOLUTIONS PRIVATE LIMITED ON FRIDAY, 29TH SEPTEMBER 2017 AT 11:30 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name	
Address	
Folio No./D.P-ID-No.#	
Client-ID-No.#	
No of Equity shares held	
Name of the proxy holders/Authorised representative*	

Applicable for shareholders holding shares in dematerialized form

* To be filled in by proxy in case he/she attends instead of the equity shareholder

I/We hereby record my/our presence at the 06th Annual General Meeting of the Equity Shareholder(s) of K2 INFOSOLUTIONS PRIVATE LIMITED at House No. 14, Block-L, Sector-2 DSIDC, Bawana, New Delhi-110039 on Friday, the 29th day of September 2017 at 11:30 A.M.

Signature of the Shareholder/proxy holders/Authorised Representative

NOTES:

1. Please fill this attendance slip and hand it over at the entrance of the Hall
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favour

Form No. MGT - 11**PROXY FORM**

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

CIN : U72900DL2011PTC226907

Name of the Company : K2 INFOSOLUTIONS PRIVATE LIMITED

Registered Office : House No. 14, Block-L, Sector-2 DSIDC, Bawana New Delhi-110039

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

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

1. **Name**
Address :
E-mail Id :
Signature :or failing him
2. **Name**
Address :
E-mail Id :
Signature :

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 06th Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11:30 A.M. House No. 14, Block-L, Sector-2 DSIDC, Bawana New Delhi-110039 and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon
2. To ratify the appointment of Statutory Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules frame there under, as amended from time to time, the Company be and is hereby ratifies the appointment of **M/s. AVRG & Associates, Chartered Accountants (FRN 022056N)**(Formerly known as **AAR & Associates** , as Statutory Auditors of the Company for the financial year 2017-18 whose appointment has been approved at the Annual General Meeting held on September 30, 2014 for a term of 5 years on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Signed _____ day of September, 2017

Signature of the shareholder

Signature of the Proxy holder(s)

**Affix Revenue
Stamp**

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

ROUTE MAP

Page 10

Page 11

Page 12

Page 13



Page 14

K2 Infosolutions Private Limited

House No. 14, Block-L, Sector-2 DSIDC, Bawana, Delhi-110039

Ph. & Fax No. 011-41053318

CIN: U72900DL2011PTC226907

Website: info.roc@apac.in

BOARD'S REPORT

Dear Members,

K2 Infosolutions Private Limited

Your Directors have immense pleasure in presenting this Annual Report on the business and operation of the company together with Financial Statements of the Company for the year ended March 31, 2017.

1. EXTRACT OF ANNUAL RETURN:

The extract of annual return in Form MGT 9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an **Annexure-1** to this Report.

2. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR:

The Board of Directors duly met **FOUR** times respectively on **10th April 2016, 20th July 2016, 15th October 2016 & 24th January 2017** in respect of which proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.

3. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the directors hereby state that:

- a) In the Preparation of the annual accounts, the applicable accounting standards issued by Institute of Chartered Accountants of India had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applies them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & Fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis and;
- e) The directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such system were adequate and operating effectively.

4. AUDITORS:

M/s AVRG & Associates, Chartered Accountants (FRN No. 022056N)(Formerly known as AAR & Associates), are the Statutory Auditors of the Company. They will hold office from the conclusion of Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2018-19.

In terms of the provision to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly their re-appointment is subject to the ratification at the upcoming AGM in 2017. In this regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

5. AUDITORS' REPORT:

The observations of the Auditors in their report read together with the Notes on Accounts are self explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY:

The amount of Loans, Guarantees or Investments made by the Company are within the limits as per the provisions specified in Section 186 of the Companies Act, 2013.

7. PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES:

During the financial year ended March 31, 2017, there are no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013.

8. FINANCIAL RESULTS:

Financial results of the Company for the year under review are summarized as below:

(in Rs.)		
Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Total Income	1,815,000/-	128,475/-
Less: Total Expenditure	1,758,348/-	122,020/-
Profit / (Loss) before Tax	56,652/-	6,455/-
Current Tax	16,922/-	1,990/-
Deferred Tax	--	--
Mat Credit Entitlement	--	--
Tax Expenses For Earlier Tax	--	--
Profit / (Loss) After Tax	39,730/-	4,465/-

9. STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company has earned a net profit after tax of Rs. 39,730/- as compared to the net loss of Rs. 4,465/- in the previous year. The details of financial performance of the company are appearing in the Balance Sheet and Profit & Loss account for the year.

10. CHANGE IN THE NATURE OF BUSINESS

No Change in the nature of the business of the Company done during the financial year

11. AMOUNT TRANSFERRED TO RESERVES:

During the year under review the company has not transferred any amount to the reserves of the Company.

12. DIVIDEND:

Keeping in view the future requirements of funds by the Company for its proposed growth and expansion, the Board expresses its inability to recommend any dividend from the available profit during the year under review.

13. MATERIAL CHANGES:

There are no material changes and commitments, affecting the financial position of the Company between the end of the financial year of the Company and the date of the Board's Report.

14. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

The information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014 is set out in Annexure-2 which forms part of this report.

15. RISK MANAGEMENT

There have been no elements of risk which in the opinion of the Board would threaten the existence of the Company, however, the Company is been taking every possible effort to reduce or mitigate any general risk occurred / may occur, if any.

16. INTERNAL CONTROL SYSTEM

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliances with policies, applicable laws and regulations, and that all assets and resources are acquired economically, used efficiently and adequately protected.

17. DIRECTORS:

During the period under review, there has been no appointment or resignation of directors/KMPs in the Company.

18. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

During the year under review, no company have become or ceased to be its subsidiaries, joint ventures, holding or associate companies.

19. DEPOSITS:

The Company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

21. STATEMENT OF PARTICULARS OF TOP TEN EMPLOYEES:

None of the top ten employees drew remuneration of Rs. 10,200,000/- or more per annum or Rs. 8,50,000/- per month during the financial year ended March 31, 2017. However, name of the top 10 employees withdrawing salary during the financial year ended March 31, 2017 are as follows:

S.No.	Name of the Employees	Amount of Salary withdrawn (in Rs.)
1.	Sandeep Ahuja	320,000
2.	Meghraj Sharma	320,000
3.	Naveen Agarwal	164,000
Total		804,000

This information is furnished with respect to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 dated 30.06.2016 forming part of the Board's Report.

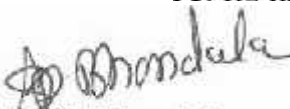
22. ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your director's wish to place on record their appreciation of the contribution made by the employees at all levels. The directors also wish to thanks the shareholders for their continued support and faith reposed in the Company.

**By Order of the Board of Directors
For K2 Infosolutions Private Limited**

Place: New Delhi

Date: 30th August, 2017

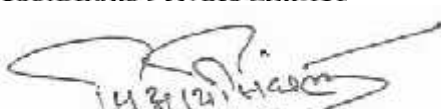


Satya Pal Bhandula

(Director)

DIN- 05100519

**House No. 181-182, Pocket D-17, Sector
3, Rohini, New Delhi, 110085,**



Siddharth Singhal

(Director)

DIN: 03635392

**404-Haveli Haider Kuli,
Chandni Chowk, Delhi,
110006,**

ANNEXURES TO THE BOARD'S REPORT

Annexure 1- Extract of Annual Return

Form No. MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

S. No.	CIN	U72900DL2011PTC226907
1.	Registration Date	01/11/2011
2.	Name of the Company	K2 INFOSOLUTIONS PRIVATE LIMITED
3.	Category / Sub-Category of the Company	Company Limited by Shares
4.	Address of the Registered office and contact details	House No. 14, Block-L, Sector-2, DSIDC, Bawana, Bawana, New Delhi -110039 Contact: 011-41053318
5.	Whether listed company	No
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Consultancy Services	620	100.00%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
---------	---------------------------------	---------	--------------------------------	------------------	--------------------

NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders*	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	80,050	80,050	100	--	80,050	80,050	100	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--

Sub-total(A)(1):-	--	80,050	80,050	100	--	80,050	80,050	100	
(2) Foreign	--	--	--	--	--	--	--	--	
a) NRIs-Individuals	--	--	--	--	--	--	--	--	
b) Other-Individuals	--	--	--	--	--	--	--	--	
c) Bodies Corp.	--	--	--	--	--	--	--	--	
d) Banks / FI	--	--	--	--	--	--	--	--	
e) Any Other...	--	--	--	--	--	--	--	--	
Sub-total (A)(2):-	--	--	--	--	--	--	--	--	
Total Shareholding of Promoter (A) = (A)(1)+ (A)(2)	--	80,050	80,050	100	--	80,050	80,050	100	87.51
B. Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	
b) Banks / FI	--	--	--	--	--	--	--	--	
c) Central Govt	--	--	--	--	--	--	--	--	
d) State Govt(s)	--	--	--	--	--	--	--	--	
e) Venture Capital Funds	--	--	--	--	--	--	--	--	
f) Insurance Companies	--	--	--	--	--	--	--	--	
g) FIs	--	--	--	--	--	--	--	--	
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	
i) Others (specify)	--	--	--	--	--	--	--	--	
Sub-total (B)(1)	--	--	--	--	--	--	--	--	
2. Non Institutions									
a) Bodies Corp.	--	--	--	--	--	--	--	--	
i) Indian	--	--	--	--	--	--	--	--	
Overseas	--	--	--	--	--	--	--	--	
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	--	--	--	--	--	--	--	--	
(c) Others(Specify)	--	--	--	--	--	--	--	--	
Sub-total (B)(2)	--	--	--	--	--	--	--	--	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	
C. Shares held by Custodian for GDRs	--	--	--	--	--	--	--	--	

& ADRs									
Grand Total (A+B+C)	--	80,050	80,050	100	--	80,050	80,050	100	

*The Company is considering the Category of Shareholders as on date of 31st March, 2017

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	Siddharth Singhal	13650	17.05	--	13650	17.05	--	--
2.	Satyapa Bhandula	13650	17.05	--	13650	17.05	--	--
3.	Veena Rani	9250	11.56	--	9250	11.56	--	--
4.	Khushboo Jindal	9250	11.56	--	9250	11.56	--	--
5.	Madhu Bhandula	17135	21.41	--	17135	21.41	--	--
6.	Pradeep Kumar	17115	21.38	--	17115	21.38	--	--
	Total	80,050	100	--	80,050	100	--	--

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year:				
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			No Change	
3	At the End of the year:				

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3.	At the End of the year				

v) Shareholding of Directors and Key Managerial Personnel:

Sr. no	For each of the directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
	1. Mr. Satya Pal Bhandula	13650	17.05	13650	17.05
	2. Mr. Siddharth Singhal	13650	17.05	13650	17.05
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	1. Mr. Satya Pal Bhandula			13650	17.05
	2. Mr. Siddharth Singhal			13650	17.05
3.	At the End of the year (or on the date of separation, if separated during the year)				
	1. Mr. Satya Pal Bhandula	13650	17.05	13650	17.05
	2. Mr. Siddharth Singhal	13650	17.05	13650	17.05

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	--	--	
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	--	--	
Change in Indebtedness during the financial year				
- Addition	--	55,81,000	--	55,81,000
- Reduction		--		--
Net Change	--	55,81,000	--	55,81,000
Indebtedness at the end of the financial year				
i) Principal Amount	--	55,81,000	--	55,81,000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	55,81,000	--	55,81,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
	Stock Option		
	Sweat Equity		
	Commission		
	as % of profit		
	others, specify		
	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

Not Applicable

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	<u>Independent Directors</u>		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
	<u>Other Non-Executive Directors</u>		
	Fee for attending board committee meetings	Not Applicable	
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)={1+2}		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

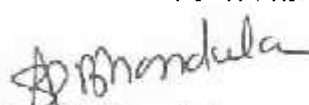
Sl. no.	Particulars of Remuneration	Key Managerial Personnel	Total
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Not Applicable	
	Stock Option		
	Sweat Equity		
	Commission		
	as % of profit		
	- others, specify...		
	Others, please specify		
	Total		

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. Directors					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. Other Officers In Default					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

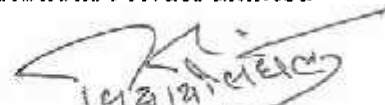
By Order of the Board of Directors
For K2 Infosolutions Private Limited

Place: New Delhi
Date: 30th August,2017


Satya Pal Bhandula
(Director)

DIN- 05100519

House No. 181-182,Pocket D-17, Sector
3, Rohini, New Delhi, 110085,


Siddharth Singhal
(Director)

DIN: 03635392

404-Haveli Haider Kuli,,
Chandni Chowk, Delhi,
110006,

Annexure 2- Particulars of Conservation Of Energy, Technology Absorption and Foreign Exchange Earning / Outgo (Rule 8 Companies (Accounts) Rules, 2014)

(A) Conservation of Energy

Particulars	Power
a. Steps taken or impact on conservation of energy	Nil
b. Steps taken for utilizing alternate sources of energy	Nil
c. Capital investment on energy conservation equipment's	Nil

(B) Technology Absorption

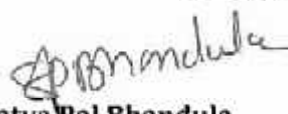
(i) Efforts made towards technology absorption	Nil
(ii) Benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii) In case of imported technology (Imported during the last three years reckoned from the beginning of the financial year):	
(a) Details of technology imported	Nil
(b) Year of import	Nil
(c) Whether the technology been fully absorbed	Nil
(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and	Nil
(iv) Expenditure incurred on research and development	Nil

(C) Total Foreign Exchange Used and Earned

Particulars	2016-17	2015-16
Outgo (CIF Value of Imports)	NIL	Nil
Earning (FOB Value of Exports)	NIL	Nil

**By Order of the Board of Directors
For K2 Infosolutions Private Limited**

Place: New Delhi
Date: 30th August, 2017


Satya Pal Bhandula
(Director)
DIN- 05100519

House No. 181-182, Pocket D-17, Sector
3, Rohini, New Delhi, 110085,


Siddharth Singh
(Director)
DIN: 03635392
404-Haveli Haider Kuli,
Chandni Chowk, Delhi,
110006,

Fortune Industrial Resources Limited

Notice of 31st AGM

I look forward to welcoming you at 31st Annual General Meeting of Fortune Industrial Resources Limited ("FIRL"). The business of the meeting comprises resolutions that we regularly bring to Shareholders.

This year's Annual General Meeting (AGM) will be held at 153/1, Nirankari Colony, New Delhi-110009 on Monday, 10th July, 2017 at 10.00 am. You will be asked to consider and pass the resolutions below. All resolutions viz- No. 1 to 4 will be proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

ORDINARY BUSINESS:

Resolution 1: To receive, consider and adopt the AUDITED FINANCIAL RESULTS for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.

Resolution 2: To appoint Mr. Sanjeev Agrawal (DIN:00282059) as Director retire by rotation

Resolution 3: To ratify the appointment of M/s Bhala & Bhala, Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001033N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

Resolution 4: Appointment of Mr. Pankaj Gupta (DIN:07656139) as Independent Director of the Company

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

***RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 15 of SEBI(Listing Obligation And Disclosure Requirement) Regulation, 2015, Mr. Pankaj Gupta (DIN:07656139), who was appointed as an Additional Independent Director on 14th November, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 14th November, 2016 to 13th November, 2021."

For and on behalf of Board of directors


Prince Goyal

Managing Director

DIN:00954215

Add-A-48, Chander Nagar

Ghaziabad, Sahibabad

Uttarpradesh-201001

Dated: 25th May, 2017

Place: New Delhi



Important information about the AGM (NOTES)

HOW TO VOTE AND ATTEND

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at www.evotingindia.com. Fortune Industrial Resources Limited ("hereinafter referred to as "FIRL") is accessible on public transport via Metro and Autos. This year AGM will be held at 153/1, Nirankari Colony, New Delhi-110009.

Please bring your attendance sheet and check the notes to see what documentation will be required and See the map.

To be entitled to attend and vote at the annual general meeting (AGM) and for the purpose of the determination by the Company of the votes they may cast, shareholders must be registered in the register of members of the Company as on 3rd July, 2017. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Share Transfer Books and Register of Members will remain closed from 4th July, 2017 to 10th July, 2017.

For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.

ASKING A QUESTION AT THE AGM:

Any member, or their duly appointed proxy, attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

APPOINTING A PROXY

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form, which may be used to make such appointment and give proxy instructions, accompanies this Notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our registrar, **MASS SERVICES LIMITED**.

To be valid any proxy form or other instrument appointing a proxy must be received (during normal business hours only) by post/hand to the Company's Registered Address or at **MASS SERVICES LIMITED**. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.



JOINT HOLDERS

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

CORPORATE REPRESENTATIVES

Any corporation that is a shareholder can appoint corporate representatives who may exercise on its behalf all of its powers as a shareholder.

QUERIES

If you have any queries please contact the Company Secretary, Manisha Chadha, 153/1, Nirankari Colony, New Delhi-110009. In all correspondence with the Company, members are requested to quote their account/folio numbers. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

REGISTERS

The registers of directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.

Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

E-VOTING

Pursuant to Section 108 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s).

Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. M/s MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi-110020. e-mail: info@maasserv.com. website:www.maasserv.com. MAS Services Limited is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar can not act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(1) of SEBI(Listing Obligation And Disclosure Requirement)Regulation, 2015, the Company is pleased to provide the facility to Members to exercise their vote on the resolution proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of beneficial owner as on 3rd July, 2017 are entitled to vote on the resolutions set forth in the notice. The members may cast their votes on electronic voting system from place other than venue of the meeting.



The e_voting period commences on 7th July, 2017 at (9.00 am) and ends on 9th July, 2017 (05.00 pm). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut off date (record date) 3rd July, 2017, may cast their vote electronically. The e_voting module schedule shall be disabled by NSDL for voting thereafter.

The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date (record date) of 3rd July, 2017.

The Company has appointed Mrs. Shipra Khitha, Practicing Company Secretary, Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, therefore unblock the votes cast through remote e_voting in the presence of atleast two witness not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Report to the Chairman or the person authorised by him and shall be placed on the Website of NSDL and of the Company within 2 days of passing of resolutions at the AGM of the Company. The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results, i.e. till 12th July, 2017.

The procedure and instructions for members for e-voting are disclosed in the Attendance Slip attached with this report.

As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

For and on behalf of Board of directors




Prince Goyal
Managing Director
DIN:00954215
Add: A-48, Chander Nagar
Ghaziabad, Sahibabad
Uttarpradesh-201001

Dated: 25th May, 2017
Place: New Delhi



EXPLANATORY STATEMENT

Resolution No. 04 : Appointment of Mr. Pankaj Gupta as Independent Director of the Company

The Board of Directors of the Company had appointed Mr. Pankaj Gupta as an Additional Independent Director of the Company with effect from 14th November, 2016. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pankaj Gupta shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, member of the Company signifying his candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Mr. Pankaj Gupta. In the opinion of the Board, Mr. Pankaj Gupta fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulation for appointment as Independent Director of the Company.

A copy of letter of appointment for Independent director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company <http://www.firl.co.in/investors>.

None of the directors or Key Managerial Personnel and their relative, except Mr. Pankaj Gupta are concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 4 for the approval of members.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MR. PANKAJ GUPTA (DIN- 07656139)


DATE OF BIRTH- 27/08/1987

Mr. Pankaj Gupta assumed charge as the Additional Independent Director of the Company with effect from 14th November, 2016.

Mr. Pankaj Gupta has varied experience in Finance Matters. He is the Chairman of Audit Committee, Member of Nomination Committee and Internal Complaint Committee.

Directorship in other Companies as on 31.03.2017 - SAPTRISHI FINANCE LIMITED
Membership(s)/Chairmanship(s) of the Committees of other Companies -NIL
% of Shares held in the Company- NIL

For and on behalf of Board of directors


Pooja Goyal
Managing Director

DIN:00954215

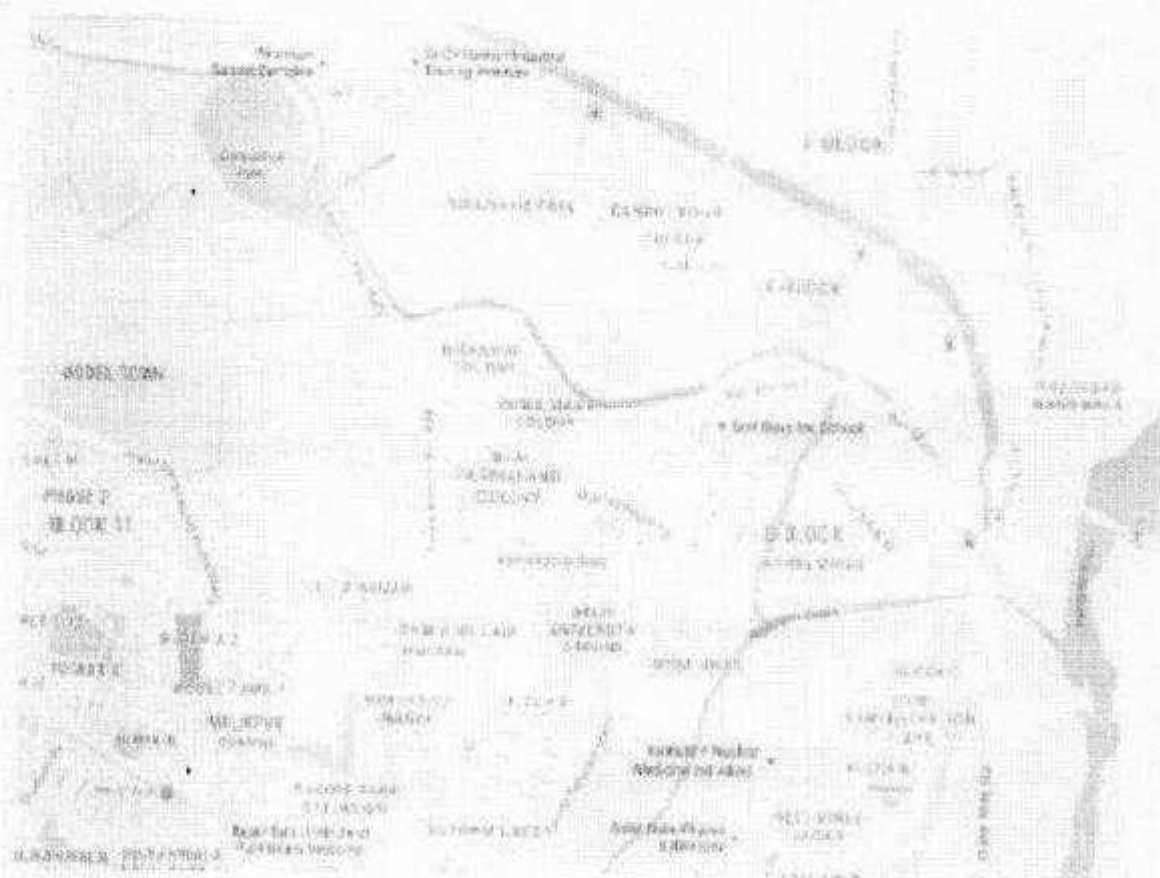
Add:A-48, Chander Nagar
Ghaziabad, Sahibabad
Uttarpradesh-201001

Dated: 25th May, 2017

Place: New Delhi



TRANSPORT AND DIRECTIONS TO AGM LOCATION
153/1, NIEANKARI COLONY, DELHI-110009



FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009. CIN: L31503DL1986PLC024329
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: info@fir.co.in, Website: www.fir.co.in

ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASS ORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	7 th July, 2017 (9.00 am)
End of e-voting	9 th July, 2017 (5.00 pm)

The cut-off date (i.e. the record date) for the purpose of e-voting is 3rd July, 2017

----- TEAR HERE -----

FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009. CIN: L31503DL1986PLC024329
Tel. No.: 011-27603836, Fax: 011-27601718, E-mail: info@fir.co.in, Website: www.fir.co.in

ATTENDANCE SLIP

I/We hereby record my presence at the 31st Annual General Meeting on Monday, 10th July, 2017 at 153/1, Nirankari Colony, Delhi-110009 at 10.00 am

Name of the Shareholders or Proxy (in Block Letters)

No. of Shares Held

Regd. Folio No./DPID-CLID

(Member's/Proxy's Signature)

Member's/Proxy's name in Block Letters

Note: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.



REMOTE VOTING

The procedure and instructions for e_voting as given in the Notice of the 31st Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- Open e-mail and open PDF file viz. "FIRL_remote_e_Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e_voting. Please note that the password is an initial password.
- Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- Click on Shareholder Login.
- Put user ID and password as initial password noted in step (i) above. Click Login.
- Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of remote e_voting opens. Click on remote e_voting: Active Voting Cycles.
- Select "EVEN" of "Fortune Industrial Resources Limited".
- Now you are ready for remote e_voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution, you will not be allowed to modify your vote.

I. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@scribha.com with a copy marked to scribha@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 31st Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

a. Initial password is provided in the box overleaf.

b. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e_voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800 222 990. If you are already registered with NSDL for remote e_voting then you can use your existing user ID and password/IDN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.

D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date of 3rd July, 2017.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as at the cut off date i.e. 3rd July, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.com or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e_voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800 222 990.

F. A member may participate in the AGM even after exercising his right to vote through remote e_voting, but shall not be allowed to vote again at the AGM.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e_voting as well as voting at the AGM through ballot paper.

H. Mrs. Shipra Khitha, Practicing Company Secretary, Proprietor of M/s Shipra Khitha & Associates, a practicing company secretaries firm, as the scrutineer to scrutinize the e-voting process in a fair and transparent manner.

I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutineer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e_voting facility.

J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e_voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutineer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.firll.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.



FORTUNE INDUSTRIAL RESOURCES LIMITED

Regd. Office:- 153/1, Nirankari Colony, New Delhi-110009, CIN: L51503DL1986PLC0024329
Tel. No.: 011-27603436, Fax: 011-27601718, E-mail: bsaj.14@yahoo.co.in, Website: www.firl.co.in

Form No. MGT-11 (Proxy form)

[Pursuant to section 106(b) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company, Herby appoint		
1. Name :	E-mail id:	
Address:		
Signature, or failing him		
2. Name :	E-mail id:	
Address:		
Signature, or failing him		
3. Name :	E-mail id:	
Address:		
Signature, or failing him		

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on the 10th July, 2017, Monday at 10.00 am at 153/1, Nirankari Colony, Delhi-110009 is situated nearby) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	Resolution(s)	Consent/Dissent
ORDINARY BUSINESS:		
1.	To receive, consider and adopt the audited financial results for the financial year ended on 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon.	
2.	To appoint Mr. Sanjeev Agrawal as Director retire by rotation	
3.	To ratify the appointment of M/s Bhala & Bhala, Statutory Auditors of the Company "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bhala & Bhala, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Kamal & Co., Chartered Accountants (FRN 001022N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."	
SPECIAL BUSINESS:		



	<p>Appointment of Mr. Pankaj Gupta as Independent Director of the Company</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 15 of SEBI(Listing Obligation And Disclosure Requirement) Regulation, 2015, Mr. Pankaj Gupta (DIN:07656129), who was appointed as an Additional Independent Director on 14th November, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 14th November, 2016 to 13th November, 2021."</p>		
--	---	--	--

Signed this ____ day of ____ 20__

Signature of Shareholder

Signature of Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Company not less than 48 hours before the commencement of the Meeting. 2) The proxy need not be a member of the company



DIRECTORS' REPORT

I believe that nothing can be greater than a business, however small it may be, that is governed by conscience; and that nothing can be meaner or more petty than a business, however large, governed without honesty and without brotherhood."

The Dear Members,

-William Hesketh Lever

Your Directors have immense pleasure in presenting this 31st Annual Report on the business and operation of the company together with Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

INFORMATION PURSUANT TO SECTION 134(3) OF COMPANIES ACT, 2013

SUBSIDIARY COMPANIES - MONITORING FRAMEWORK

Currently the Company is not having any Subsidiary /Associate or Joint Venture Company.

AMOUNT TRANSFERRED TO RESERVES: During the year under review, the company has not transferred amount to the reserves of the Company.

DEPOSITS: No public deposits have been accepted by the Company. The Company being Non Banking Financial Company Registered under Chapter IIIB of Reserve Bank of India Act, 1934(2 of 1934), thus the provisions of Section 73 of Companies Act, 2013 are not applicable on the Company.

DIVIDEND: Keeping in view the future requirements of funds by the company for its proposed growth and expansion, the Board expresses its inability to recommend any dividend from the available profit during the year under review

DISCLOSURE OF ACCOUNTING TREATMENT: In the preparation of financial statements, any treatment different from that prescribed in an Accounting Standard has not been followed.

MANAGEMENT DISCUSSION AND ANALYSIS: Management's Discussion & Analysis Report for the year under review, as stipulated under regulation 34(2)(a) of SEBI(Listing Obligation And Disclosure Requirement)Regulation, 2015, is presented as Annexure-I forming part of the Director's Report.

CORPORATE GOVERNANCE: The Company has in place the SEBI Regulations pertaining to corporate governance. During the year under consideration, the Company had Four member Board of Directors consisting of two Non Executive Independent Directors, One Non Executive Non Independent Director and One Managing Director. Mr. Mukul Chowdhary and Ms. Divya Sharma resigned during the year. Mr. Arvind Rawal appointed and resigned from the Board during the year. Ms. Anjali Mishra has been appointed as Additional Director on 2nd September, 2016 and regularized at Annual General Meeting on held 30th September, 2016. Mr. Pankaj Gupta has been appointed as Additional Independent Director on 14th November, 2016.

The Managing Director does not receive sitting fee for attending meetings of Board or any Committee thereof.



The Corporate Governance Report for the Financial year ended 31st March, 2017 giving the details as required under Regulation 34(3) read with Clause C of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is given separately as Annexure-II.

The Corporate Governance Certificate for the financial year ended 31st March, 2017 issued by Kamal & Company, Statutory Auditor of the Company is annexed as Annexure-III

Mr. Prince Goyal, Managing Director and Mr. Umesh Kumar Gupta, Chief Financial Officer of the Company, have given their certificate under Regulation 17(8) read with part B of Schedule II of SEBI (LODR) regarding Annual Financial Statements for the financial year ended 31st March, 2017 which is annexed as Annexure IV

The Managing Director has given certificate under Regulation 34(3) of SEBI-LODR read with part D of Schedule V of SEBI-LODR regarding compliance with the Code of conducts of the Company for the financial year ended 31st March, 2017 which is attached as Annexure-V

SECRETARIAL AND INTERNAL AUDIT: During the year Secretarial Audit was carried out by M/s Shipra Khitha & Associates and Internal Audit was by Gaurav A. Jain & Associates. Secretarial Audit Report is enclosed as Annexure-IX. For conduction of Secretarial Audit for the Financial Year ended 31st March, 2018 M/s Shipra Khitha & Associates, practicing Company Secretaries has been appointed as Secretarial Auditor in accordance with the Section 204 of the Companies Act, 2013 and For conduction of Internal Audit for Financial Year ended 31st March, 2018, the Company has appointed M/s B N Das & Associates as Internal Auditor of the Company.

STATUTORY AUDITOR: As per Rule 3 of Company(Audit And Auditors) Rules, 2014 readwith Section 139 of Companies Act, 2013M/s Kamal & Co. Chartered Accountants, had completed its tenure as Statutory Auditors of the Company. In context of above there occurred in a casual vacancy of Statutory Auditor due to completion of tenure of M/s Kamal & Company, existing Auditor. M/s Bhala & Bhala, Chartered Accountants have submitted consent letter and eligibility Certificate in his regard and their appointment is subject to ratification by members at ensuing Annual General Meeting.

STATEMENT OF PARTICULARS OF EMPLOYEES: None of the employee drew Rs. 5,00,000 or more per month and Rs. 60,00,000 or more per annum. None of the top ten employees draw remuneration of Rs. 10200000/- or more per annum or Rs. 850000/- or more per month during the financial year 2016-17. Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure VI to this Report

Such particulars shall also be made available to any Shareholder on specific request made by him in writing before the date of such Annual General Meeting

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT: The Statutory Auditors of the Company has not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.



DISCLOSURE ON VIGIL MECHANISM: The Company has established a vigil mechanism through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up initiative, under which all Directors, employees, business associates have direct access to the Chairman of the Audit committee. Further information on the subject can be referred to in section 'Disclosures' Whistle-Blower Policy / Vigil Mechanism of the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT: The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134 (3) (c) read with section 134(5) of Companies Act, 2013 and provisions of SEBI(Listing Obligation And Disclosure Requirement)Regulations, 2015 and in preparation of annual accounts for the financial year ended 31st March, 2017 and state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO: Particulars with respect to conservation of energy, technology absorption and foreign exchange earning and outgo as are required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are not applicable on the Company.

LOAN GUARANTEE AND INVESTMENTS: The company, being a Non Banking Financial Company Registered under Chapter IIB of the Reserve Bank of India Act, 1934 (2 of 1934), thus the provisions of section 185 of the Companies Act, 2013 is not Applicable to the Company."

GREEN INITIATIVES: The Annual Report and other shareholder communications are all available in electronic as well as paper format. We would like to take this opportunity to encourage you to consider receiving all shareholder communications electronically, including future notices of meeting.

The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the depository participant(s), unless the members have registered their request for hard copy of the same. Physical copy of the notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the company or depository participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.



APPRECIATION: Your Directors record their sincere appreciation of the dedication and commitment of all employees in achieving and sustaining excellence in all areas of business. Your directors thank the shareholders, customers, suppliers and bankers and other stakeholders for their continuous support to the Company.

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Prince Goyal Director/Authorized Signatory

Managing Director

DIN:00954215

Add: A-48, Chander Nagar

Ghaziabad, Sahibabad

Uttar Pradesh-201001

For Fortune Industrial Resources Limited

Sanjeev Agrawal

Director

DIN:02820759

Add: A, Maharaja Lal

Lane, Civil Lines, Delhi-

110054

Dated: 25th May, 2017

Place: New Delhi



ANNEXURE FORMING PART OF BOARD REPORT

The Annexure referred to in this report and other information which are required to be disclosed are annexed herewith and form the part of this Board Report.

ANNEXURE	PARTICULARS
I	Management Discussion and Analysis Report
II	Corporate Governance Report
III	Certificate from Statutory Auditor on Corporate Governance Report
IV	Managing Director's Certificate under Regulation 34(3) read with part D of Schedule v of SEBI-LODR on compliance with Codes of conduct
V	Certificate from CEO and CFO pursuant to Regulation 17(8) of SEBI(Listing Obligation and Disclosure Requirement)Regulation, 2015
VI	Particulars of Employees pursuant to Section 134(3)(g) of the Companies Act, 2013
VII	Statement on declaration by Independent Director
VIII	Extract of Annual Return- MGT-9
IX	Secretarial Audit Report



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FINANCIAL YEAR OF THE COMPANY: The Financial Year of the Company continues to remain twelve month of financial year starting with 1st April of every financial year.

DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE: The financial statements are prepared in compliance with the requirements of the Companies Act, 2013 and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

FINANCIAL RESULTS (highlights): Financial results of the Company for the year under review are summarized as below pursuant to Section 129(3) read with Companies (Accounts) Rules, 2014:

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Total Income	262,088	759,494
Less: Total Expenditure	649,472	757,777
Profit / (Loss) before Tax	(387,384)	1717
Less: Provision for income tax		551
Profit for the period	(784,760)	(195,258)
Contribution of Statutory Reserve		343
Profit / (Loss) After Tax	(784,760)	(195,611)

OPERATIONS: Your Company continues to take effective steps in broad basing its range of activities.

INDUSTRY STRUCTURE AND DEVELOPMENT: The Company is engaged in the business of Investment in Securities and providing Loans and Advances. The Company is registered with the Reserve Bank of India (RBI) as a non deposit taking NBFC. During the year under review, the Capital Market got a boost after the election of new government which was formed with absolute majority. considering the improved market environment, the company has started giving more stress on equity research and investment activities. Barring unforeseen circumstances, the company should be able to maintain earlier year's performance.

OPPORTUNITY AND THREATS: The growth of the company is subject to opportunity and threats as are applicable to the industry from time to time.

PERFORMANCE REVIEW: During the year under review, the Company has generated net loss of Rs. 784,760 as compared to the net loss of Rs. 195,611 in the previous year. Your directors are continuously looking for avenues for future growth of the Company in its business operations.

RISK AND CONCERN: While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risks.

FUTURE OUTLOOK: In the near future, the Company intends to continue to focus on its current business of investment management consultation.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY: Rule 8(5)(vii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the

following measures the Company has a well placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company 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.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT: Firl has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. The Risk Management Committee of the Board is responsible for preparation of Risk Management Plan; reviewing and monitoring the same on regular basis, identifying and reviewing critical risks on regular basis and reporting of key changes in critical risks to the Board on an ongoing basis, reporting of critical risks to Audit Committee in detail on yearly basis and such other functions as may be prescribed by the Board.

SEGMENT WISE PERFORMANCE: The Company operates in one Segment only.

HUMAN RESOURCES: The Company seeks respects and values the diverse qualities and background that its people bring to it and is committed to utilizing the richness of knowledge, ideas, experience that this diversity provides. The Company has built a resource base and cross-functional managers to take care of multi dimensional businesses.

DISCLOSURES: During the year the Company has not entered into any transaction of material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

CAUTIONARY FORWARD LOOKING STATEMENTS: Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

For those statements the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward looking statements.

For Fortune Industrial Resources Limited

Prince Goyal
Managing Director
DIN: 00954245
Add: A-48, Chander Nagar
Ghaziabad, Bahabad
Uttarpradesh-201001

For Fortune Industrial Resources Limited
Sanjeev Agrawal
Director
DIN: 02820259
Add: A, Maharaja Lal
Lane, Civil Lines,
Delhi-110054

Dated: 25th May, 2017
Place: New Delhi



ANNEXURE-II

DISCLOSURE ON CORPORATE GOVERNANCE

This Corporate Governance Report relating to the year ended 31st March, 2017 has been issued in compliance with the requirement of Regulation 34(3) read with Clause C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and forms a part of the Report of Board of Directors to the members of the Company.

PHILOSOPHY ON CODE OF GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Company's Philosophy on Code of Corporate Governance Good governance practices stem from the culture and mindset of the organization. Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal aspirations. The Company emphasizes on good Corporate Governance and believes in maintaining highest standards of quality and ethical conduct in all activities of the Company. The Company strongly believes in fair, efficient and transparent business operations, fairness to all stakeholders in the Company, proper disclosure of relevant financial and non-financial information and enhancing shareholder value on a continuing basis.

I. BOARD OF DIRECTORS

BOARD'S COMPOSITION AND CATEGORY

During the year, Mr. Mukul Chowdhary and Ms. Divya Sharma have resigned from the Board on 2nd September, 2016 and Ms. Anjali Mishra, Mr. Arvind Rawal and Mr. Pankaj Gupta have been appointed as Independent Director of the Company. Mr. Arvind Rawal has resigned from the Board during the year only.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for re-appointment on passing of a special resolution by the Company and shall not be liable to retire by rotation. Mr. Sanjeev Agrawal, Non Executive Director will retire at the ensuing Annual General Meeting and being eligible, offer himself for re-election.

Independent Directors of your Company have affirmed compliance with Codes of conduct of the Company and the Codes for Independent Directors mentioned in Schedule IV of the Companies Act, 2013. Independent Directors have given declaration of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149 (5) of the Companies Act, 2013 and that they do not disqualified to act as Independent Director. Statement on declaration is also annexed as Annexure-VIII.

All Directors have certified that the disqualifications mentioned under Section 164, 167 and 169 of the Companies Act, 2013 do not apply to them. The details of training and familiarization programmes and Annual Board Evaluation process for Directors have been provided under the Corporate Governance Report.

The Policy on Director's appointment and remuneration including criteria for determining qualification, positive attributes, independence of directors and also remuneration for Key Managerial Personnel and other employees forms part of this Annual Report.

The Board composition is in conformity with relevant provisions of Companies Act, 2013 and requirement of Securities and Exchange Board of India (SEBI) guidelines as amended.

The present strength of Board is four Directors comprising one Executive Director viz Managing Director and three Non-Executive Directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman in more than 5 Committees. Committees include Audit Committee and Nomination & Remuneration Committee.



The details relating to Composition & Category of Directors, Directorships held by them in other Companies and their membership and chairmanship on various Committees of Board of other Companies, as on 31st March, 2017 is as follows:

CLASSIFICATION OF BOARD

CATEGORY	No. OF DIRECTORS	% OF TOTAL NO. OF DIRECTORS
Executive Directors	1	25
Non Executive Independent Directors (including Woman Director)	2	50
Non Executive Director	1	25
Total	4	100.00

COMPOSITION AND DIRECTORSHIP (S)/COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AS ON 31st MARCH, 2017

Name	Date of Joining on the Board	Directorship in other Companies#	Membership(s) of the Committees of other Companies##	Chairmanship of the Committees of other Companies##
Managing Director Prince Goyal	14.08.2014 (Regularised on 30.09.2014)	12	NIL	NIL
Non-Executive Director Sanjeev Agrawal	15.02.2010 Regularised on 30.09.2010	13	NIL	NIL
Independent Director Mr. Anil Chowdhary	10.06.2013 Change in designation 30.09.2014 Resigned on 02.09.2016	1	NIL	NIL
Independent Director Ms. Divya Sharma	08.10.2012 Change in designation 30.09.2014 Resigned on 02.09.2016	1	NIL	NIL
Independent Director Mr. Arvind Rawal	02.09.2016 Change in designation 30.09.2016 Resigned on 16.11.2016	1	NIL	NIL
Independent Director Ms. Anjali Mishra	07.09.2016 Change in designation 30.09.2016	1	NIL	NIL
Independent Director Mr. Parikaj Gupta	14.11.2016	1	NIL	NIL

#Foreign Companies, Alternate Directorships and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

##Includes only Audit Committee & Nomination and Remuneration Committee. The number of directorships/Committee Memberships/ Chairmanships of all Directors is with respective limits prescribed under the Companies Act, 2013 and Listing Agreement.



DISCLOSURE OF RELATIONSHIP OF DIRECTORS INTERSE

None of the Directors have any pecuniary relationship interse.

NUMBER OF BOARD MEETING CONDUCTED DURING THE YEAR UNDER REVIEW

Minimum four prescheduled Board Meetings are held every year. The Company had 5 Board Meetings during the financial year under review.

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Delhi.

During the Financial Year ended 31st March, 2017, Five Board meetings were held on 14th May, 2016, 10th June, 2016, 2nd September, 2016, 14th November, 2016 and 11th February, 2017. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standards.

SEPARATE INDEPENDENT DIRECTORS' MEETINGS

The Independent Directors meet at least once in a year without the presence of Executive Directors or Management representatives, to discuss issues and concerns, if any and inter alia discussed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Independent Directors. For the financial year ended 31st March, 2017 the meeting was held on 11th February, 2017.

DIRECTORS' INDUCTION AND FAMILIARIZATION

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a. provide an appreciation of the role and responsibilities of the Director;
- b. fully equip Directors to perform their role on the Board effectively; and;
- c. develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

The details of Director's induction, and familiarization are available on the Company's website at <http://www.firl.co.in/investors>



BOARD MEMBERSHIP CRITERIA

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

• desired age and diversity on the Board; • size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law; • professional qualifications, expertise and experience in specific area of business; • balance of skills and expertise in view of the objectives and activities of the Company; • avoidance of any present or potential conflict of interest • availability of time and other commitments for proper performance of duties; • personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

CONSTITUTION OF COMMITTEES

With the change in composition of Board, various Committees of your Board have been constituted/re-constituted. The reconstituted committees are hereunder:

AUDIT COMMITTEE

The Company's Audit Committee comprises all the three Non-Executive Directors out of which two are Independent Directors.

The Audit Committee is headed by Mr. Pankaj Gupta, as Chairman of the Committee.

Audit Committee Composition

Mr. Pankaj Gupta - Chairman
Mr. Sanjeev Agrawal - Member
Ms. Anjali Mishra - Member

TERM OF REFERENCE

Term of Reference of Audit Committee cover all the areas mentioned under Section 177 of the Companies Act, 2013 and Regulation 18 read with part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter-alia performs the following functions:

Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; reviewing and examination with management the quarterly financial results before submission to the Board, the annual financial statements before submission to the Board and the Auditors' Report thereon, management discussion and analysis of financial condition and results of operations, scrutiny of inter-corporate loans and investments made by the Company, reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company, approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate, recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services, reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process, reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors, discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any; reviewing with management, Statutory Auditors



and Internal Auditor, the adequacy of internal control systems; recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company; reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues; evaluating internal financial controls and risk management systems; valuating undertaking or assets of the Company, wherever it is necessary; reviewing the functioning of the Whistle Blowing Mechanism; The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder.

The recommendations of audit committee were duly approved and accepted by the Board.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board.

The Audit Committee met three times during the Financial Year ended 31st March, 2017 on 2nd September, 2016, 14th November, 2016 and 11th February, 2017.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises,

Nomination Committee composition

Ms. Anjali Mishra- Chairperson
Mr. Pankaj Gupta - Member
Mr. Sanjeev Agrawal - Member

In terms of Section 178 (1) of the Companies Act, 2013 and Regulation 19 of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015, Nomination and Remuneration Committee was re-constituted and the Nomination and Remuneration Committee comprise of three Directors, all of whom are Non-Executive Directors and half of the Committee members are Independent Directors and Independent Director is acting as the Chairman of the Committee.

TERM OF REFERENCE

The role of Nomination and Remuneration Committee is as follows:

Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board; Determine/ recommend the criteria for qualifications, positive attributes and independence of Director; Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal; Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole.

The Nomination Committee met two times during the Financial Year ended 31st March, 2017 on 2nd September, 2016, 14th November, 2016.

APPOINTMENT AND TENURE

The Directors of the Company are appointed by members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election.



The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

BOARD EVALUATION

The participation, attendance and contribution of Independent Directors not only during the proceeding of meeting but also beyond meeting hours were appreciated. The knowledge, experience and advice shared by the Independent Directors from time to time have ensured governance and good conduct, adherence to laws, mitigating risks and growth even during these difficult business environment. The overall outcome from the evaluation was that the Board and its individual directors were performing effectively.

LIMIT ON THE NUMBER OF DIRECTORSHIPS

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven Listed Companies or in case he/she is serving as a Whole-Time Director in any Listed Company, does not hold such position in more than three Listed Companies.

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name	Designation	No. of Shares Held AS ON 31.03.2017
Mr. Sanjeev Agrawal	Non Executive Director	420500 (42.05 %)
Mr. Prince Goyal	Managing Director	NIL
Ms. Anjali Mishra	Independent Director	NIL
Mr. Pankaj Gupta	Independent Director	NIL

REMUNERATION TO DIRECTORS (criteria of making payments to non-executive directors)

The Non Executive Directors and managing Director does not receive sitting fee for attending meeting of Board and its Committee. None of the Directors had any pecuniary relationship or transaction with the Company during the year.

DIRECTORS' ATTENDANCE RECORD

The following table shows attendance of Directors at the Board and Committee meeting(s) for the year ended 31st March 2017. Attendance is presented as number of meeting(s) attended, (including meetings attended through electronic mode) out of the number of meeting(s) required to be attended.



Name	Board Meeting	Audit Committee	Nomination and Remuneration Committee	Separate meeting of Independent Directors 11.02.2017	Whether attended AGM 2016
Mr. Sanjeev Agrawal	5 of 5	NA	NA	NA	YES
Mr. Prince Goyal	5 of 5	NA	NA	NA	YES
Ms. Divya Sharma	3 of 3	1 of 1	1 of 1	NA	NA
Mr. Mukul Chowdhary	2 of 2	1 of 1	1 of 1	NA	NA
Mr. Arvind Rayal	2 of 2	2 of 2	2 of 2	NA	YES
Ms. Anjali Mishra	3 of 3	3 of 3	2 of 2	YES	YES
Mr. Pankaj Gupta	1 of 1	1 of 1	1 of 1	YES	NA

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

In accordance with the requirement of Corporate Governance, the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which have been affirmed by all Board Members and Senior Management of the Company. The required declaration to this effect signed by CEO, i.e. Managing Director is appended as a separate Annexure to this report as Annexure-VII

DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN LISTING REGULATIONS

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

DETAILS OF NON-COMPLIANCE BY THE COMPANY

FIRL has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years.

COMPLIANCE WITH MANDATORY REQUIREMENTS AND NON MANDATORY REQUIREMENTS

The Company has complied with all applicable mandatory requirements of the Listing Regulations. Quarterly Compliance Report on Corporate Governance, in the prescribed format, duly signed is submitted with the Stock Exchanges where the shares of the Company are listed.

ADOPTION OF DISCRETIONARY REQUIREMENTS

1) Maintenance of the Chairman's Office

The Company maintains the office of Non-Executive Chairman and provides for reimbursement of expenses incurred in performance of his duties.



2) Modified opinion(s) in Audit Report

The Auditors have raised no qualifications on the financial statements of the Company.

3) Reporting of Internal Auditors

The Internal Auditors of the Company report directly to the Audit Committee.

As the Company was unlisted Public Company, with reference to application submitted to the Metropolitan Stock Exchange of India Limited for grant of listing approval for 10,00,000 Equity Shares of Rs. 10/- each, the Equity Shares of the Company are listed and admitted to dealings on the Exchange w.e.f. July 27, 2016 vide notice number MSE/LIST/4369/20LG dated July 26, 2016.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

DETAILS OF COMPLAINTS RECEIVED FROM SHAREHOLDERS:

No. of Complaints Remaining unresolved as on 01.04.2016	NIL
No. of Complaints received during the year	NIL
No. of Complaints resolved during the year	NIL
No. of complaints unresolved as on 31.03.2017	NIL

INSIDER TRADING CODE:

The Company has in place an Insider Trading Code for compliance with the Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

EQUITY SHARES LISTING

POLICIES OF THE COMPANY

The SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 mandated the formulation of certain policies. All our corporate governance policies are available on our website, which are reviewed periodically by the Board and updated based on need and new compliance requirement. In addition to the code of conducts and ethics, key policies that have been adopted by the Company are as follows:

NAME OF THE POLICY	BRIEF DESCRIPTION	WEBLINK
WHISTLE BLOWER MECHANISM(POLICY ON VIGIL MECHANISM)	The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the	http://www.fir.co.in/investors



	Company Employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the Committee of Executive Directors and are subject to the review of the Audit Committee.	
NOMINATION AND REMUNERATION POLICY	This policy formulates the criteria for determining qualifications, competencies, positive attitudes and independence for the appointment of Director(Executive/Non Executive) and also for determining remuneration of Directors and Key Managerial Personnel.	http://www.firl.co.in/investors
POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS	The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.	http://www.firl.co.in/investors
DOCUMENT PRESERVATION POLICY	This policy attempts to preserve and maintain documents of the Organisation. In order to preserve such documents, the Company needs to implement a well-considered, well-documented plan to ensure that they remain in good condition over a period of time.	http://www.firl.co.in/investors
POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENT	The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.	http://www.firl.co.in/investors
ARCHIVES MANAGEMENT POLICY	The purpose of this policy is to establish the framework needed for effective records management at FIRL. This policy provides advice to FIRL employees on the creation and use of records, and sets standards for classifying, managing and storing those records. It therefore provides a framework for the management of information consistent with the Strategic Plan.	http://www.firl.co.in/investors
INSIDER TRADING CODE	The Company has in place an Insider Trading Code for compliance with the Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for dealing with the Securities of the Company.	http://www.firl.co.in/investors

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (Act) and Rules made thereunder, your Company has constituted Internal Complaints Committees (ICC). During the year, no complaints with allegations of sexual harassment was filed with the Company and the same were investigated.

The following is a report pursuant to section 22 of the Sexual Harassment of Women at workplace (Prevention, prohibition and redressal) Act, 2013:

1. No. of complaints of sexual harassment received during the year- NIL.
2. No. of complaints disposed off during the year- NIL.
3. No. of cases pending for more than 90 days- NIL.
4. Nature of action taken by the employer- NIL.

WHISTLE-BLOWER POLICY / VIGIL MECHANISM

The Company promotes ethical behaviour in all its business activities and in line with the best international Governance practices, FIRC has established a system through which Directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's Code of Conduct without fear of reprisal. The Company has set up a Direct Initiative, under which all Directors, employees / business associates have direct access to the Chairman of the Audit Committee, and also to a three-member team established for this purpose.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website www.firc.co.in Web link for the same is <http://www.firc.co.in/investors>

MEANS OF COMMUNICATION

Quarterly Financial Results: Quarterly financial results, press releases etc. are circulated to the Stock Exchange Limited, where the equity shares of the Company are listed. The financial results- quarterly, half yearly and annual results and other statutory information are communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper, viz Naya India, Financial Express.

The quarterly approved results are displayed on website of Stock Exchange and on the website of the Company i.e. <http://www.firc.co.in/investors>

GENERAL SHAREHOLDERS' INFORMATION

AGM FOR FINANCIAL YEAR 2016-17

Date and Time	10 th July, 2017
Venue	153/1, Nirankari Colony, Delhi-110009
Time	10.00 am

GENERAL BODY MEETINGS

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under.



Financial year ended	Venue	Date & Time	Special Resolution Passed
31 st March, 2016	153/1, Nirankari Colony, Delhi-110009	30.09.2016 10.00 AM	NA
31 st March, 2015	153/1, Nirankari Colony, Delhi-110009	30.09.2015 10.00 A.M	NA
31 st March, 2014	153/1, Nirankari Colony, Delhi-110009	30.09.2014 10.00 A.M	NA

During the period, one Extra-Ordinary General Meetings of the Company was held on 30th June, 2016.

PLEDGE OF SHARES:

No pledge has been created over the Equity Shares held by the promoters as on 31st March, 2017. The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Script Code	ISIN Number for NSDL/CDSL (Dematerialised share)
Metropolitan Stock Exchange of India Limited Vibgyor Towers, 4th floor, Plot No. C 52, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai - 400 098, India	SCRIP CODE:FIRL	ISIN: INE51DL01017

CALENDAR OF FINANCIAL YEAR ENDED 31ST MARCH, 2017

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2017 were held on the following date:

First Quarter Results	14 th May, 2016
Second Quarter and Half yearly Results	2 nd September, 2016
Third Quarter Results	14 th November, 2016
Fourth Quarter and Annual Results	11 th February, 2017
Book Closure date	4 th July, 2017 to 10 th July, 2017
Cut Off date	3 rd July, 2017
E voting	7 th July, 2017 to 9 th July, 2017
Scrutinizer for E Voting	Shipra Khanna & Associates

ADDRESS FOR CORRESPONDENCE

All communication regarding share transactions, changes in address, bank mandates, nomination etc. should be addressed to Registrar and Share Transfer Agents of the Company

Ms. Manisha Chadha Registered Office: 153/1, Nirankari Colony, New Delhi-110009 Tel. No.: 011-27603835, Fax: 011-27601718 E-mail: manishachadha81@gmail.com	Registrar and Transfer Agent MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph. - 26387281/82/83 Email: - info@masserv.com Website: www.masserv.com Fax : 26387384
Last date of receiving Proxy forms:	7 th July, 2017



Market Information

1) SHARE TRANSFER SYSTEM

All share transfer and other communications regarding share certificates, change of address, etc should be addressed to Registrar and Transfer Agents. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

2) DEMATERIALISATION OF SHARES AND LIQUIDITY

Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). FINE has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

Shares held in dematerialized form in CDSL	616300	61.63%
Shares held in dematerialized form held in NSDL		
Physical	383700	38.37%
TOTAL	1000000	100.00%

3) DEMATERIALIZATION OF SHARES - PROCESS

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is **MASS SERVICES LIMITED**.
- RTA will process the DRF and confirm or reject the request to DP/ Depositories.
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

The Company's shares are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent.

ELECTRONIC VOTING:

Pursuant to Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and as per Listing Regulation, the e-voting facility will be provided to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings or through Postal Ballot. The Company shall utilize the service of NSDL to provide e-voting platform, which is in compliance with the conditions specified by the Ministry of Corporate Affairs, Government of India, from time to time and also mention the internet link of such e-voting platform in the notice to the shareholders.

4) NOMINATION FACILITY FOR SHAREHOLDING

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the



Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

v) PERMANENT ACCOUNT NUMBER (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates. The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2017, is given

Distribution of Shareholding as on March 31, 2017: BY SIZE

No. of Shares held	Shareholders		Shares Held	
	Numbers	Percentage	Numbers	Percentage
Upto 5000	75	75%	46500	4.65
5001-10000	20	20%	142800	14.28
10001 & Above	8	8%	810700	81.07
Total	103	103%	1000000	100.00

Top Ten Shareholders as on 31st March, 2017

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1	Mr. Mukesh Aggarwal	69200	6.92
2	Sapbelle Trade Links Private Limited	46000	4.60
3	Om Prakash Verma	47000	4.70
4	Ashok Saxena	15000	1.50
5	Jeewan Das	9800	0.98
6	A. Mohit B. Hukumchand	8800 8800	0.88 0.88
7	Rakesh	8700	0.87
8	Darshan Kumar	8600	0.86
9	Rodrey Shyam	7800	0.78
10	Darinder Kapill	7600	0.75
	Total	239200	23.92%

Categories of Shareholder as on: 31st March, 2017

S. NO.	CATEGORY	NO. OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHAREHOLDING
1.	Promoter company	NIL	NIL	NIL
2.	Promoter Individual/HUF	3	616300	61.63
3.	Directors	NIL	NIL	NIL
4.	Directors relative	NIL	NIL	NIL
5.	Mutual fund	NIL	NIL	NIL



6	Foreign institutional investors	NIL	NIL	NIL
7	Financial institutions	NIL	NIL	NIL
8	Central govt /state govt.	NIL	NIL	NIL
9	NRI	NIL	NIL	NIL
10	Banks	NIL	NIL	NIL
11	Resident individuals holding nominal share capital upto Rs. 1 lakh	99	189300	18.93
	holding nominal share capital in excess of Rs. 1 lakh		146400	14.61
12	Overseas Body Corporate	NIL	NIL	NIL
13	Trust	NIL	NIL	NIL
14	Others	1	48000	4.80
	TOTAL	103	1000000	100.00

v) OUTSTANDING GDRs/ ADRs/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

vi) DISCLOSURES AND INFORMATION

The Company has complied with the requirements of Stock Exchange/SEBI/ statutory authorities on all matters relating to Capital Market. No strictures being imposed by SEBI or Stock Exchanges during the year. The Board of Directors receives from time to time, disclosures relating to financial and commercial transactions from Key Managerial Personnel of the Company, where they and/or their relatives have personal interest. The particulars of transactions between the Company and its related parties are as per the Accounting Standard set out in the Audited financial reports. There were no instances of non compliances with the Company or any penalties or strictures imposed on the Company by Stock Exchange or SEBI.

MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

There has been no transaction of material, financial and commercial nature that may have a potential conflict with the interest of your Company during the period under review.

DETAILS REGARDING SENIOR MANAGERMENTS' MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS

There has been no transaction of material, financial and commercial nature having personal interest of the senior management that may have a potential conflict with the interest of the Company at large during the period under review.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE



NIL. No presentations were made to institutional investors and analysts during the year. There have been no public issues, right issues or other public offering during the year.

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Prince Goyal
Managing Director

DIN: 00964215

Add: A-48, Chander
Nagar

Ghaziabad,
Sahibabad

Uttar Pradesh-201001

Sanjeev Agrawal
Director

DIN: 02820259

Add: A, Maharaja Lal
Lane, Civil Lines,

Delhi-110054

Dated: 25th May, 2017

Place: New Delhi



Kamal & Co.

CHARTERED ACCOUNTANTS
1372, Kashmir Gate, Delhi-110008
Phones : 23957798, 23950347, 23940661
Fax : 011-23950365

Annexure-III

CERTIFICATE ON CORPORATE GOVERNANCE

The Members

Fortune Industrial resources Limited
153/1, Hiranagar Colony, Delhi-110009

I have examined the Compliance of conditions of Corporate Governance by Fortune Industrial resources Limited ("the Company") for the year ended 31st March, 2017, in terms of requirement of Regulation 34(3) of SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 read with other applicable provisions of law as and to the extent applicable during the aforesaid period.

The Compliance of conditions of corporate governance is the responsibility of management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and representation made by the Directors and Management, I certify that the Company has complied with, in all material respect, the conditions of Corporate Governance as stipulated in the said clause of above mentioned listing agreement/Regulation.

As required guidelines note issued by Institute of Chartered Accountants of India, I have to state that as per records maintained by the Company as on 31st March, 2017, there were no investor complaint/grievance unabated for a period more than 30 days against the Company.

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

For Kamal & Company

Kamal Kishore

Chartered Accountants
Membership No. 012738

Place: 1372, Kashmir Gate
Delhi-110 008



Annexure-IV

ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V OF SEBI(LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015

DECLARATION

To,

The Members

Fortune Industrial resources Limited

163/1, Nirankari Colony, Delhi-110009

In accordance with Regulation 34(3) READ WITH PART D OF SCHEDULE V OF SEBI(LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015, I hereby confirm that, all the directors and Senior Management personnel of the Company have affirmed compliance with the respective code of conducts, as applicable to them, for the financial year ended March 31, 2017.

By and on behalf of Board Of Directors


Prince Goyal
Managing Director
DIN: 00954215



Dated: 25.05.2017

Annexure-V
CEO AND CFO CERTIFICATION

To,

The Members
Fortune Industrial Resources Limited
153/1, Nirankari Colony
Delhi-110009

In accordance with Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2017 and based on our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

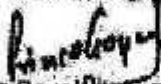
B. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibilities for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated whatever applicable to the Auditor and Audit Committee.

- (i) significant changes, if any, in the internal control over financial reporting during the year;
- (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Fortune Industrial Resources Limited

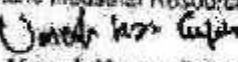

Prince Goyal, Director (Authorized Signatory)

Managing Director

DIN:00954215

A-48, Chander Nagar, Ghaziabad, Sahibabad
Uttar Pradesh-201011

For Fortune Industrial Resources Limited


Umesh Kumar Gupta

Chief Financial Officer (CFO)

PAN: AHYPG9308A

H. No. D-12/110, Street No. 12, Gamri Extn.
North (East), New Delhi-110053

Dated: 25.05.2017



ANNEXURE-VI

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(1)(g) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

	Requirement of Rule 5(1)	Details
(i)	the ratio of remuneration of each director to the median remuneration of each employees of the Company for the financial year;	Mr. Sanjeev Agrawal-NA Mr. Mukul Chowdhary-NA Mr. Prince Goyal-NA Ms. Divya Sharma-NA Mr. Arvind Rawal-NA Ms. Anjali Mishra-NA Mr. Pankaj Gupta-NA
(ii)	The percentage increase in the remuneration of each director, chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year;	Mr. Sanjeev Agrawal-NA Mr. Mukul Chowdhary-NA Mr. Prince Goyal-NA Ms. Divya Sharma-NA Mr. Arvind Rawal-NA Ms. Anjali Mishra-NA Mr. Pankaj Gupta-NA Mr. Umesh Kumar Gupta-NA Ms. Manisha Chadha-NA
(iii)	The percentage increase in the median remuneration of employees in the financial year;	NA
(iv)	No. Of permanent employees on the rolls of the Company	Mr. Umesh Kumar Gupta Ms. Manisha Chadha
(vii)	Average percentile increase already made in the salaries of employees of the Company other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration	Salary increase of non managerial personnel- NA Salary increase of managerial personnel- NA There are no exceptional circumstances in increase in managerial personnel. Management person have availed of leave encashment during the year.
(x)	The Key parameters for any variable component of remuneration availed by the directors	There are no variable component in the Managing Director's Remuneration.
(xii)	Affirmation that remuneration is as per the policy of the Company	Remuneration paid during the year ended 31.03.2017 is as per the remuneration policy of the Company

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Prince Goyal
Managing Director
DIN:08954215
Add: A-48, Chander
Nagar
Ghaziabad, Sahibabad
Uttarpradesh-201001

Sanjeev Agrawal
Director
DIN:02028259
Add: A, Maharaja Lal
Lane, Civil Lines, Delhi-
110054



Dated: 25th May, 2017
Place: New Delhi

ANNEXURE-VII

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have given declaration that they undertake that they shall seek prior approval of the Board if and when they have any such relationship / transactions, whether material or non-material, if they fail to do so they shall cease to be an Independent Director from the date of entering in to such relationship / transactions.

Further, they do hereby declare and confirm that the information furnished in the declaration under Section 149 of the Companies Act, 2013 is true and correct to the best of their knowledge and they shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

They further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Prince Goyal
Managing Director
DIN:00964215
Add: A-48, Chander Nagar
Ghaziabad, Sahibabad
Uttarpradesh-201001

For Fortune Industrial Resources Limited
Sanjeev Agrawal
Director
DIN:02820289
Add: A, Maharaja Lal
Lane, Civil Lines, Delhi-
110054



Dated: 25th May, 2017
Place: New Delhi

ANNEXURE-VIII

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2013
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

S. No.	CIN	LS15030L1986PLC024329
1.	Registration Date	25/05/1986
2.	Name of the Company	Fortune Industrial resources Limited
3.	Category / Sub-Category of the Company	Company Limited by Shares
4.	Address of the Registered office and contact details	152/1, Nirankari Colony, New Delhi-110089 CONTACT: +011-27683836
5.	Whether listed company	Yes
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Max Services Limited T-54, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Investment in Securities and providing Loans and Advances	65999	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	NOT APPLICABLE				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	616300		616300	61.63	616300		616300	61.63	0.00
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									0.00
f) Any Other									
Sub-total (A)(1)-	616300		616300	61.63	616300		616300	61.63	0.00
(2) Foreign									
a) NRIs- Individuals									
b) Other- Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A)(2)-									
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	616300		616300	61.63	616300		616300	61.63	0.00

Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
Institutions								
Mutual Funds								
Banks / FI								
Central Govt								
State Govt(s)								
Venture Capital Funds								
Insurance Companies								
FII								
Foreign Venture Capital Funds								
Others (specify)								
Sub-total (B)(1)								
2. Non Institutional								
(a) Bodies Corp.								
(i) Indian		48000	48000	4.80		48000	48000	4.80
(ii) Overseas								
(b) Individuals								
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		189300	189300	18.39		189300	189300	18.39
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh		146400	146400	14.34		146400	146400	14.34
(c) Others (Specify)								
(c-i) Non-Resident Individuals								
(c-ii) Directors								
(c-iii) Clearing Members								
Sub-total (B)(2)		383700	383700	38.37		383700	383700	38.37
Total Public Shareholding (B)=(B)(1)+ (B)(2)		383700	383700	38.37		383700	383700	38.37
C. Shares held by Custodian for GDRs & ADRs								
Grand Total (A+B+C)	616300	383700	1000000	100.00	616300	383700	1000000	100.00

A) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	No. of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	No. of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	Mr. Sanjeev Agrawal	420500	42.05%		420500	42.05%		
2.	Mrs. Deepthi Agrawal	95000	9.50%		95000	9.50%		
3.	Mrs. Prabha Rani Agrawal	100000	10.00%		100000	10.00%		
	TOTAL	616300	61.63%		616300	61.63%		



• **B3 Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NOT APPLICABLE			
3.	At the End of the year				

B4 Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
	Mr. Mukesh Aggarwal	69200	6.92	69200	6.92
	Saphelle Trade Links Private Limited	48000	4.80	48000	4.80
	Om Prakash Verma	47000	4.70	47000	4.70
	Ashok Saxena	15000	1.50	15000	1.50
	Jeevinder Das	9800	0.98	9800	0.98
	Mohit	8800	0.88	8800	0.88
	Hukamchand	8700	0.87	8700	0.87
	Rakesh	8600	0.86	8600	0.86
	Darshan Kumar	7800	0.78	7800	0.78
	Radhey Shyam	7500	0.75	7500	0.75
	Davinder Kaur				
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	Mr. Mukesh Aggarwal				
	Saphelle Trade Links Private Limited				
	Om Prakash Verma	NIL	NIL	NIL	NIL
	Ashok Saxena				
	Jeevinder Das				
	Mohit				
	Hukamchand				
	Rakesh				
	Darshan Kumar				
	Radhey Shyam				
	Davinder Kaur				
3.	At the End of the year / or on the date of vesting, if reported during the year)				
	Mr. Mukesh Aggarwal	69200	6.92	69200	6.92
	Saphelle Trade Links Private Limited	48000	4.80	48000	4.80
	Om Prakash Verma	47000	4.70	47000	4.70

FOR
S.A. RI

Ashok Saxena	15000	1.50	15000	1.50
Jeewan Das	9800	0.98	9800	0.98
Mahit	8800	0.88	8800	0.88
Hukumchand	8800	0.88	8800	0.88
Rakesh	8700	0.87	8700	0.87
Rajesh Kumar	8600	0.86	8600	0.86
Rajesh Shyam	7800	0.78	7800	0.78
Devinder Kaur	7500	0.75	7500	0.75

v) Shareholding of Directors and Key Managerial Personnel:

Sl. no	For each of the directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
	1. Sanjeev Agrawal	428500	42.05	428500	42.05
	2. Prince Goyal	"	"	"	"
	3. Divya Sharma	"	"	"	"
	4. Mahul Chowdhary	"	"	"	"
2.	Data wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	1. Sanjeev Agrawal	"	"	"	"
	2. Prince Goyal	"	"	"	"
	3. Divya Sharma	"	"	"	"
	4. Mahul Chowdhary	"	"	"	"
3.	At the End of the year (or on the date of separation, if separated during the year)				
	1. Sanjeev Agrawal	428500	42.05	428500	42.05
	2. Prince Goyal	"	"	"	"
	3. Divya Sharma	"	"	"	"
	4. Mahul Chowdhary	"	"	"	"

v. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	"	"	"	"
(ii) Interest due but not paid	"	"	"	"
(iii) Interest accrued but not due	"	"	"	"
Total (i+ii+iii)	"	"	"	"
Change in indebtedness during the financial year				
- Addition	"	"	"	"
- Reduction	"	"	"	"
Net Change	"	"	"	"
Indebtedness at the end of the financial year				
(i) Principal Amount	"	"	"	"
(ii) Interest due but not paid	"	"	"	"
(iii) Interest accrued but not due	"	"	"	"
Total (i+ii+iii)	"	"	"	"

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	<ul style="list-style-type: none"> Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 Stock Option Sweat Equity Commission <ul style="list-style-type: none"> as % of profit others, specify Others, please specify Total (A) Ceiling as per the Act 	<div style="border: 1px solid black; padding: 10px; text-align: center;"> Not Applicable </div>	

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (In Rs.)
	INDEPENDENT DIRECTORS	Mr. Anshul Mishra	Mr. Arvind Raval	Mr. Parag Gupta	
	Independent Directors <ul style="list-style-type: none"> Fee for attending board committee meetings Commission Others, please specify 	15,000/-	10,000/-	5,000/-	30,000/-
	Total (1)	15,000/-	10,000/-	5,000/-	30,000/-
	Other Non-Executive Directors <ul style="list-style-type: none"> Fee for attending board committee meetings Commission Others, please specify 				
	Total (2)				
	Total (B) = (1 + 2)				
	Total Managerial Remuneration	15,000/-	10,000/-	5,000/-	30,000/-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

Sl. No.	Particulars of Remuneration	Ms. Manisha Chandra (Company Secretary)	Mr. Unesh Kumar Gupta (Chief Financial Officer)	Total
	<ul style="list-style-type: none"> Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 	Rs. 1,38,000/-	Rs. 2,88,000/-	Rs. 4,26,000



	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
*	Stock Option			
*	Sweat Equity			
*	Commission • as % of profit • others, specify...			
*	Others, please specify			
*	Total			

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (NCLT/Court)	Appeal made, if any (give details)
A. Company					
Penalty
Punishment
Compounding
B. Directors					
Penalty
Punishment
Compounding
C. Other Officers in Default					
Penalty
Punishment
Compounding

For Fortune Industrial Resources Limited

For Fortune Industrial Resources Limited

Prince Goyal
Managing Director
DIN: 00964215
Add: A-48, Chander Nagar
Ghaziabad, Sahibabad
Uttar Pradesh-201001

Sanjeev Agrawal
Director
DIN: 02820259
Add: A, Maharaja Lal
Lane, Civil Lines, Delhi-
110054

Dated: 25th May, 2017
Place: New Delhi

(Signature)

Form No. MR-3
Secretarial Audit Report
For the financial year ended March 31, 2017
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Fortune Industrial Resources Limited
153/T, Nirankari Colony New Delhi 110009

We were appointed by the Board of Directors of M/s Fortune Industrial Resources Limited (hereinafter called "the Company") in the Board Meeting held on September 02, 2016 to conduct the Secretarial Audit for the Financial Year 2016-17.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Fortune Industrial Resources Limited (hereinafter called the Company) for the Financial Year 2016-17. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Opinion

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - effective from May 15, 2015;
 - d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in relation to Employee Stock Option Scheme;
 - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009; and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited;
- iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -effective from December 1, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have relied on the representation obtained from the management of the Company and based on the report received, there has been due compliance with the laws and regulation as applicable to the Company.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.




Based on information received & records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, if any.

We further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Shipra Khitha & Associates
Company Secretaries


Shipra Khitha
Proprietor
C.P. No. 14648
FCS M.No. 9217

Place: New Delhi
Date: May 25, 2017

Note: This report is to be read with our letter of even date, which is annexed as Annexure A and forms integral part of this report


Page 2 of 2
INDIAN
2017

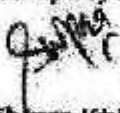
Annexure A

To,
The Members,
Fortune Industrial Resources Limited
153/1, Mirankari Colony New Delhi 110009

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. We have not checked the compliances of general law applicable to the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shipra Khitha & Associates
Company Secretaries


Shipra Khitha
Proprietor
C.P. No. 14648
FCS M.No. 9217

Place: New Delhi
Date: May 25, 2017

Kamal & Co.

CHARTERED ACCOUNTANTS

1372, Kashmere Gate, Delhi-110005

Phone: 23067786, 23060247, 23942051

Fax : 011-23028325

MESSERS FORTUNE INDUSTRIAL RESOURCES LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017**

	As at 31 March 2017		As at 31 March 2016	
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax and exceptional item		(387,384)		1,717
Adjustments to reconcile profit before tax to cash provided by operating activities				
Interest and finance Charges				
Extraordinary item	(397,376)		(197,454)	
Other Non Operating Income	(145,003)	(543,459)	(157,820)	(355,274)
Changes in assets and liabilities		(830,843)		(363,567)
Other Current Assets	(883,172)		153,067	
Trade Payables	41,691		(37,986)	
Current Liabilities	1,324,213	372,732	(105,193)	10,506
Income taxes paid		(558,111)		(343,056)
NET CASH GENERATED BY OPERATING ACTIVITIES (A)		(558,111)		(531)
CASH FLOW FROM INVESTING ACTIVITIES				
Other Non Operating Income	146,093		157,820	
Purchase of Investment	(7,500,000)			
NET CASH FROM INVESTING ACTIVITIES (B)		(7,353,917)		157,820
CASH FLOW FROM FINANCING ACTIVITIES				
Interest and Administrative Charges				
Long Term Borrowings				
NET CASH USED IN FINANCING ACTIVITIES (C)				
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		(7,912,028)		(185,762)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD		8,331,824		8,517,586
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		419,797		8,331,824

This is the cash flow statement referred to in our report of even date

DIRECTOR

DIRECTOR

Chief Financial Officer

Company Secretary

FOR KAMAL & COMPANY

CHARTERED ACCOUNTANTS

FRN 001033N

MR. KAMAL KISHORE GUPTA

M. NO. 012738

Place : 1372, Kashmere Gate, Delhi - 110005

Date : This 25th day of May, 2017.



Kamal & Co.

CHARTERED ACCOUNTANTS
1372, Keshavnagar Gate, Delhi-110006
Phones: 23957796, 23990247, 23943681
Fax : 011-23926525

INDEPENDENT AUDITOR'S REPORT

**To the members of M/S FORTUNE INDUSTRIAL RESOURCES LIMITED,
DELHI.**

Report on the Standalone Financial Statements

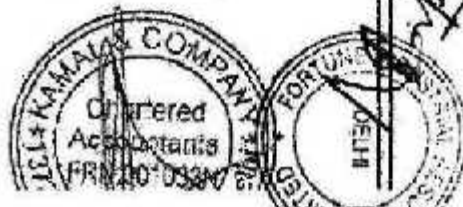
We have audited the accompanying financial statements of M/S FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding of the assets of the Company and for preventing and detecting frauds other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether

due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order") issued by the Central Government of India in terms of sub-section (11A) of section 143 of the Act, we give in the Annexure-"A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 purpose of our audit;



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet and Statement of Profit and Loss, Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 B"; and
- 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company; and
 - ii) The Company has provided requisite in its standalone Ind AS financial statements as to holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company-Refer Annexure-1

Place: 1372, KASHMERE GATE, DELHI-110006
Date: THIS 25 TH DAY OF MAY 2017.


FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO.12738



Kamal & Co.

CHARTERED ACCOUNTANTS
1372, Kashmere Gate, Delhi-110005
Phones: 23957795, 23960247, 23942661
Fax : 011-23926325

**ANNEXURE-'A' REFERRED TO IN PARAGRAPH 2 OF OUR REPORT OF
EVEN DATE ON ACCOUNTS OF M/S. FORTUNE INDUSTRIAL RESOURCES
LIMITED, DELHI FOR THE YEAR ENDED MARCH 31, 2017.**

- 1) a) The company has maintained proper record showing full particulars including quantitative details and situation of fixed assets.

b) Asset has been physically verified by the management. In our opinion the physically verification being conducted from time to time by the company appears to be reasonable having regard the size of the company and nature of asset. No discrepancy was notice in this regard.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) Company is maintaining proper records of inventory of investment share in stock and no discrepancies noticed during the physical verification between physical stock and book records.
- 3) The provision regarding granting of loan from parties listed in the Register maintained u/s 189 of the Companies Act, 2013 is not applicable as no such loans granted to such parties.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, guarantees and investments made.
- 5) The company has not invited any deposits from public falling under section 58A and 58AA of Companies Act, 1956 read with the companies (Acceptance of Deposits) Rule 1975, hence this provision is not applicable to the company. Board of Directors of the company had passed the resolution on 4.4.2004 for non-acceptances of any Public Deposit without the approval of R.B.I.
- 6) Provision regarding the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company.



- 7) (a) Undisputed statutory dues have been generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
- (c) According to the information and explanations given to us, there is no amounts payable in respect of statutory dues which have not been deposited on account of any disputes.
- 8) Provision regarding default on repayment of dues to Financial Institutions / Banks is not applicable to this company as no such loan availed.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan; hence this provision is not applicable to the company.
- 10) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year, nor we have been informed of such case by the management.
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, provision regarding payment of managerial remuneration is not applicable to this company as no such payment made.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Hence this provision is not applicable to the company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence this provision is not applicable.

16) The Company is registered under section 45-IA of the Reserve Bank of India Act 1954.

Place: 1372, KASHMERE GATE, DELHI-110006
Date: THIS 25TH DAY OF MAY 2017.

Kamal Kishore
FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO.12738



ANNEXURE-B TO THE AUDITOR'S REPORT

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 M/S **FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI** as of 31st March 2017 in conjunction with our audit of the standalone 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 (ICAI). 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conduct our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and 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 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 were 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 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 assessed risk. The procedures



selected depend on the auditor's judgment, including the assessment of 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 Profit and Loss Statement of the company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 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, 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 31 march 2017, based on internal control over financial reporting criteria established by the company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accountants of India.

PLACE: 1372, KASHMERE GATE, DELHI - 110006
Date: This 25th day of May 2017

Kamal K. Kohli
FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO. 012738



MESSERS FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI

Note No.1- Significant Accounting Policies:-

- 1.1 Share held under investment are valued at cost.
- 1.2 Company is maintaining accounts on mercantile basis with interest income on accrued basis.
- 1.3 Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the Balance sheet and provision for all known liabilities have been made.
- 1.4 Previous year figures have been regrouped / rearranged to make them comparable wherever the same was necessary.

1.5 Contingent Liability

- a) Any demand that may be raised by the Income Tax authorities of final disposal of assessment. Assessments for the year 2016-2017 pending.
- b) In respect of Dividend arrears on preference shares.


Director


Director


Chief Financial Officer


Company Secretary

Place: 1372, KASHMERE GATE, DELHI-110006
Date: THIS 25TH DAY OF MAY 2017

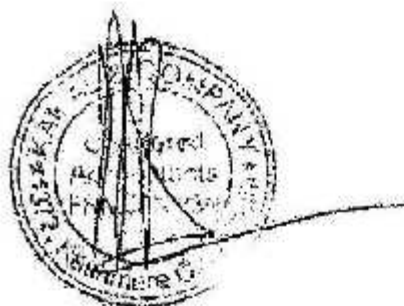

FOR KAMAL & COMPANY
CHARTERED ACCOUNTANTS
MEMBERSHIP NO.12738



MESSRS FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI

Annexure-1

Statement of Details of Specified Bank Notes(SBN) held and Transacted during the period 8th Nov, 2016 to 30th December, 2016			
PARTICULARS	SBNs	Other denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	115005	115005
Add: Permitted receipt	-	-	-
Deduct: Permitted Payments	-	115005	115005
Deduct: Amount deposited in Bank	-	18881	18881
Closing Cash in hand as on 30.12.2016	-	96124	96124



MESSRS FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI
BALANCE SHEET AS AT 31ST MARCH, 2017.

PARTICULARS	NOTE No.	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
I. EQUITY AND LIABILITIES			
1) Shareholder's Fund			
a) Share Capital	2.1	11,000,000	11,000,000
b) Reserve & Surplus	2.2	101,405,339	102,190,098
2) Non Current liabilities			
a) Long-term borrowings	2.3	-	-
2) Current liabilities	2.4		
a) Trade payables		498,552	456,861
b) Other current liabilities		1,324,744	-
c) Short-term provisions (Income Tax)		-	531
Total		114,228,635	113,647,490
II. ASSETS			
1) Current assets	2.5		
a) Current Investments		112,755,498	105,255,498
b) Cash and Cash Equivalents		419,796.51	8,331,824
c) Other current assets		1,053,340	60,168
Total		114,228,635	113,647,490
Significant Accounting Policies and Notes to Accounts	1 & 2		


Director


Director


Chief Financial Officer



Company Secretary

THIS IS THE BALANCE SHEET REFERRED TO IN OUR REPORT OF EVEN DATE.

PLACE : 1372, Kashmere Gate, Delhi - 110 006

DATED : This 25th day of May 2017.




for KAMAL & COMPANY
CHARTERED ACCOUNTANTS
M.N.012738

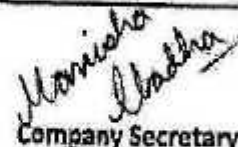
MESSRS FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31ST MARCH, 2017.

PARTICULARS	NOTE No.	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Revenue from operation	2.6	116,005	601,674
Other income	2.7	145,083	157,820
Total Revenue		262,088	759,494
Expenses:-	2.8		
- Employee benefits expenses		328,498	267,703
- Finance Cost		-	-
- Other expenses		320,974	490,074
Total Expenses		649,472	757,777
Profit before extraordinary items and tax		(387,384)	1,717
Less: Extraordinary items		397,376	197,454
Profit before tax		(784,760)	(195,737)
Tax Expenses			
1) Current Tax		-	531
2) Deferred Tax		-	-
Profit/(Loss) for the period		(784,760)	(196,268)
Contribution for Statutory Reserve Fund		-	343
Net Profit carried to Reserve & Surplus		(784,760)	(196,611)
Earning per equity share:			
1) Basic		-0.78	-0.20
2) Diluted		-0.78	-0.20
See accompanying notes to the financial statements			


Director


Director


Chief Financial Officer



Company Secretary

THIS IS THE PROFIT AND LOSS ACCOUNT REFERRED TO IN OUR REPORT OF EVEN DATE.

PLACE : 1372, Kashmere Gate, Delhi - 110 006

DATED : This 3rd day of May 2017.




for KAMAL & COMPANY
CHARTERED ACCOUNTANTS
M.N.012738



FORTUNE INDUSTRIAL RESOURCES LIMITED, DELHI

Notes forming part of the Financial Statements

Particulars	Amount (Rs.) 31.03.2017	Amount (Rs.) 31.03.2016
-------------	----------------------------	----------------------------

NOTES- 2.1

Share Capital

Authorized Share Capital

29,00,000 Equity Share of Rs. 10 each	29,000,000	29,000,000
1,00,000 Preference Share of Rs. 10 each	1,000,000	1,000,000
Total	30,000,000	30,000,000

Issued, Subscribed and Paid Up Share Capital

10,00,000 Equity Share of Rs. 10 each	10,000,000	10,000,000
1,00,000 Preference Share of Rs. 10 each	1,000,000	1,000,000
Total	11,000,000	11,000,000

Per Value of Each Share

10/-

10/-

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and March 31, 2016 is set out below:

No. of Shares Outstanding at the beginning	1100000	1100000
Add: Shares issued during the year		
No. of Shares Outstanding at the end	1100000	1100000

The details of shareholders holding more than 5% shares is as follows

Name of the shareholders	As at 31 March 2017		As at 31 March 2016	
	No. of Shares	% hold	No. of Shares	% hold
Mr. Sanjeev Agarwal	420,600	38.23	420,600	38.23
Mrs. Prabha Agarwal	100,000	9.09	100,000	9.09
Mrs. Deepit Agarwal	95,800	8.71	95,800	8.71
Mr. Mukesh Agarwal	69,200	6.29	69,200	6.29

NOTES- 2.2

Reserves & Surplus

- Profit & Loss A/c

Opening Balance	9,538,422.44	9,735,033
Profit/(Loss) during the year	-784,760	(196,611)
Total Profit & Loss A/c	8,753,663	9,538,422
- Statutory Reserve Fund	3,651,676	3,651,676
- Security Premium	89,000,000	89,000,000
	101,405,339	102,190,098



NOTES- 2.3**Non Current Liabilities****Secured Loan**

NOTES- 2.4**Current Liabilities****Trade Payable**

Sundry Creditors	441,927	391,566
Expenses Payable	56,625	65,295
	<u>498,552</u>	<u>456,861</u>

Other Current Liabilities

Cheque Issued	1,165,192	-
Rent Security	156,000	-
TDS Payable	3,552	-
	<u>1,324,744</u>	<u>-</u>

Short Term Provisions**Provision for Income Tax**

	-	531
	<u>-</u>	<u>531</u>

NOTES- 2.5**Current Assets****Current Investments**

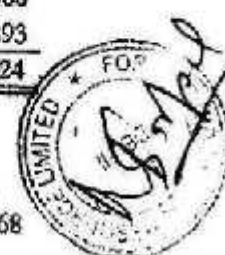
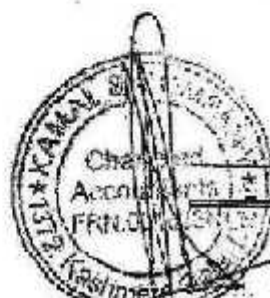
Investment in Property	648,101	648,101
Investment in Shares (Unquoted at Cost)	104,607,397	104,607,397
Investment in Mutual Fund	7,500,000	-
	<u>112,755,498</u>	<u>105,255,498</u>

Cash and Cash Equivalents

Cash/Imprest In Hand	93,750	120,016
Balance in Current Account		
- With Scheduled Bank	326,047	225,915
- Fixed Deposit Account	-	7,500,000
- FDR Interest Recoverable	-	485,893
	<u>419,797</u>	<u>8,331,824</u>

Other Current Assets

Other Advances	31,739	-
Advance Tax/TDS Recoverable	11,601	60,168
Preliminary Expenditure	1,010,000	-
	<u>1,053,340</u>	<u>60,168</u>



NOTES- 2.6**Revenue From Operation**

Interest on Fixed Deposit	116,005	601,674
	<u>116,005</u>	<u>601,674</u>

NOTES- 2.7**Other Income**

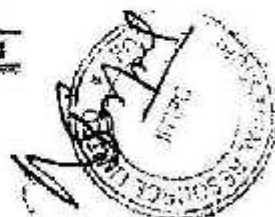
Rent Received	144,000	144,000
Interest on Income Tax Refund	2,083	13,820
	<u>146,083</u>	<u>157,820</u>

NOTES- 2.8**Expenses****Employee Benefits Expenses**

Salary	328,000	267,097
Staff Welfare	498	606
	<u>328,498</u>	<u>267,703</u>

Other Expenses

Audit Fees	28,625	28,625
Cost of Advertising	20,757	14,069
Bank Interest & Charges	2,331	668
Conveyance	6,600	6,000
Demat Charges	1,250	-
Fees & Taxes	76,860	49,970
Legal & Professional Charges	159,873	317,627
Office Rent & Maintenance	24,600	72,000
Postage & Telegram	225	135
Printing & Stationary	1,018	950
Miscellaneous	25	10
	<u>320,974</u>	<u>490,074</u>



Note No.-2.9 Related Party Transaction

Investment in Shares held as on 31st March 2017

M/s Moon Beverages Limited		
292400 equity shares @ Rs.10/- per shares fully paidup	2,924,000	2,924,000
M/s Saptrishi Finance Limited		
184300 equity shares @ Rs.10/- per shares fully paidup	183,397	183,397
M/s PNR Systems (P) Ltd		
315000 equity shares @ Rs.10/- per shares fully paidup at premium of Rs.210/- per shares	69,300,000	69,300,000
M/s Gemini Bultech		
68000 equity shares @ Rs.10/- per shares fully paidup at premium of Rs.90/- per shares	6,800,000	6,800,000
M/s HAL Offshore Limited		
45000 equity shares @ Rs.10/- per shares fully paidup at premium of Rs.110/- per shares	5,400,000	5,400,000
M/s Mandrin Buildwell (P) Ltd		
6000 equity shares @ Rs.3900/- per shares fully paidup at premium of Rs.10/- per shares	20,000,000	20,000,000

