



Apollo Finvest (India) Limited

**30th ANNUAL REPORT
2015-2016**

BOARD OF DIRECTORS:**MRS. ANJU R. INNANI***Managing Director***MR. UMANATH AGRAWAL***Executive Director**(Upto 9th September, 2015)***MR. HARDIK KISHOR DEDHIA***Independent Director**(w.e.f 29th September, 2015)***MR. BHAVIK CHOKSHI***Independent Director**(Upto 10th Oct, 2015)***MR. VISHAL BHAILAL SHAH***Independent Director**(w.e.f 4th November, 2015)***MRS. PREETI P. JAIN***Independent Director**(Upto 5th March, 2016)***MR. AKASH SANJAY VALIA***Independent Director**(w.e.f. 4th April, 2016)***AUDITORS:****SHANKARLAL JAIN & ASSOCIATES***Chartered Accountants***BANKERS:**

IDBI BANK LIMITED

HDFC BANK LIMITED

REGISTERED OFFICE:*1st floor, Jewel arcade,**Plot no.123, TPS IV,**Waterfield Road, Bandra (W),**Mumbai - 400 050**Contact – 022-2645 1770**Email: info@apolloinvest.com**apolloinvestrel@gmail.com**Website: www.apolloinvest.com***REGISTRAR SHARE & TRANSFER AGENTS:****LINK INTIME INDIA PVT LTD.***C-13, Pannalal Silk Mills Compound,**L. B. S. Marg, Bhandup (West)**Mumbai - 400 078.**TEL: 022- 2596 3838/ 2596 0320**FAX: 022- 2594 6969***CONTENTS****Page No.**

NOTICE	1-5
DIRECTORS' REPORT	6-8
ANNEXURES:	
<i>Annexure I - EXTRACT OF ANNUAL RETURN (MGT 9)</i>	9-12
<i>Annexure II - RELATED PARTY DISCLOSURE (AOC-2)</i>	13
<i>Annexure III - CORPORATE GOVERNANCE REPORT</i>	14-19
<i>Annexure IV - MANAGEMENT DISCUSSION & ANALYSIS REPORT</i>	20
<i>Annexure V - SECRETARIAL AUDIT REPORT (MR 3)</i>	21
CODE OF CONDUCT DECLARATION	22
AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE	23
MANAGING DIRECTOR CERTIFICATION	23
AUDITORS' REPORT	24-27
BALANCE SHEET	28
STATEMENT OF PROFIT AND LOSS ACCOUNT	29
CASH FLOW STATEMENT	30
SIGNIFICANT ACCOUNTING POLICIES	31-38
AND NOTES ON ACCOUNTS	
FORM OF PROXY AND ATTENDANCE SLIP	39 & 41

INFORMATION FOR SHAREHOLDERS**30th ANNUAL GENERAL MEETING**

DATE :	Friday, September 2, 2016
TIME :	11:30 A.M.
VENUE :	Skywards Banquets, The Oriental Residency Hotel, P.D. Hinduja Marg, Off SV Road, Near Khar Station, Khar (West), Mumbai - 400 052
DATE OF BOOK CLOSURE:	27 th August, 2016 to 2 nd September, 2016



NOTICE TO THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of **Apollo Finvest (India) Limited** will be held on Friday, 2nd day of September, 2016, at Skywards Banquets, The Oriental Residency Hotel, P.D. Hinduja Marg, Off SV Road, Near Khar Station, Khar (West), Mumbai - 400 052 at 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Profit and Loss Account for the year ended on that date together with the Report of Directors' and Auditors' thereon.
2. To Re-appoint **M/s Shankarlal Jain & Associates**, Chartered Accountants (Firm Registration No. 109901W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in Year 2016- 2017 and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s):

RESOLVED THAT pursuant to the provisions of section 139, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **M/s. Shankarlal Jain & Associates**, Chartered Accountants, Mumbai (Registration number 109901W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in Year 2016- 2017 of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS:

3. To appoint **Mr. Akash S. Valia** (DIN: 07358796) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to the Provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re- appointment enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosures Requirement) Regulation, 2015 **Mr. Akash S. Valia** (DIN: 07358796), in respect of whom Company has received a notice in writing under the Section 160 of the Companies Act, 2013 from the Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) Years.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to digitally sign necessary e-forms and to do all acts, deeds, and things which are incidental in order to give effect to this resolution."

4. To appoint **Mr. Vishal B. Shah** (DIN: 06961443) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to the Provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re- appointment enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosures Requirement) Regulation, 2015 **Mr. Vishal B. Shah** (DIN: 06961443), in respect of whom Company has received a notice in writing under the Section 160 of the Companies Act, 2013 from the Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) Years.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to digitally sign necessary e-forms and to do all acts, deeds, and things which are incidental in order to give effect to this resolution."

**By Order of the Board of Directors,
Apollo Finvest (India) Limited**

Date: 21st July, 2016

Place: Mumbai

CIN: L51900MH1985PLC036991

Registered Office:

Jewel Arcade; Plot No 123 TPS, IV Water Field Road,
Bandra (W), Mumbai-400050.

SD/-

**Anju R. Innani
Managing Director
DIN: 00123259**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto.
3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited.
4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.
5. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. 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 meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
8. Pursuant to the provision of 91 of Companies Act 2013, the register of members and share transfer books will remain closed from **27th August, 2016 to 2nd September, 2016.**
9. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
10. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of the annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. The company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
12. Members are requested to bring their copy of Annual Report to the Meeting.
13. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.



PROCESS FOR MEMBERS OPTING FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/ her/it discretion, subject to compliance with the instructions prescribed below:

THE PROCEDURE/INSTRUCTIONS FOR E-VOTING ARE AS UNDER:-

- I. The voting period begins on 30th August, 2016 at 9.00 A.M. and ends on 1st September, 2016 at 5.00 P.M. 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) of 26th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date).
- II. Log on to the e-voting website www.evotingindia.com
- III. Click on "Shareholders" tab.
- IV. Now Enter your User ID
 - * For CDSL: 16 digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in dividend bank details filed as mentioned in instruction (IV).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN (Electronic Voting Sequence Number) for the relevant <Company Name> on which you choose to vote.
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

30th Annual Report 2015-2016

XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

XVII. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVIII. Note for Non Individual shareholders and Custodians

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate and custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
1. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 2. 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 communication(s).
 3. Mr. Suhas Ganpule, a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 4. The Scrutinizer's Report shall be placed on the Company's website www.apolloinvest.com and on the website of CDSL within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
 5. The members are requested to:
 - * Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - * Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - * Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Name	Mr. Akash S. Valia	Mr. Vishal B. Shah
Age	28 years	37 years
Appointed on	4 th April, 2016	4 th November, 2015
Qualifications	MBA	CFA, CA
Expertise in specific functional areas	Finance	Finance
Directorship of other Companies	NIL	02
Chairman / Member of the Committees of the Board of the Companies in which he / she is a Director	NIL	NIL
Shareholding of the Director in Apollo Finvest (I) Limited	NIL	NIL



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 3:

In accordance with the Provisions of Sub- Section (4) of Section 149 of the Companies Act, 2013 ("the Act"), read with Regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is required to have at least One- Half of its total Number of Directors as Independent Directors. Sub- Section (6) of Section 149 of the Act lays down the criteria for Independence and Sub- Section (1) Section 178 of the Act requires minimum 3 Non- Executive Directors in the Nomination and Remuneration Committee.

Mr. Akash S. Valia, the proposed Non- Executive Director of the Company has furnished declaration to the Company under Sub- Section (7) of Section 149 confirming that he meets the said criteria for independence as prescribed under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Akash S. Valia is a person of dignity, possesses relevant expertise and experience and fulfills the condition specified in the said act and Rules made thereunder.

In terms of Section 149 of the Act, and Independent Director shall hold office for period of 5 Years on the Board of Company, and shall be eligible for re-appointment for another consecutive term on passing the Shareholders Resolution by the Company and disclosure of the same needs to be provided in the Directors' Report. Further, in terms of Section 149 (13) of the Act, Independent Directors of the Company are not liable to retire by rotation.

It is proposed to Mr. Akash S. Valia as Independent Director of the Company for a period of 5 (five) years with effect from the date of this meeting, as set out at Item No. 3 of the Notice. Notice along with requisite deposit as required under Section 160 of the Act have been received from a member proposing the candidature of the said Independent Director.

Upon approval of the appointment of Mr. Akash S. Valia as Independent Director by the Members of the Company, the appointment shall be formalized by issue of letter of appointment by the Company to the said Independent Director.

Brief profile of the said Independent Director, in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is provided in the notes.

The Board, accordingly, recommends the resolutions of Item No. 3 of the Notice for the approval of the Members.

None of the said Directors are related to each other or any other Director.

Item No. 4

In accordance with the Provisions of Sub- Section (4) of Section 149 of the Companies Act, 2013 ("the Act"), read with Regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is required to have at least One- Half of its total Number of Directors as Independent Directors. Sub- Section (6) of Section 149 of the Act lays down the criteria for Independence and Sub- Section (1) Section 178 of the Act requires minimum 3 Non- Executive Directors in the Nomination and Remuneration Committee.

Mr. Vishal B. Shah, the proposed Non- Executive Director of the Company has furnished declaration to the Company under Sub- Section (7) of Section 149 confirming that he meets the said criteria for independence as prescribed under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Vishal B. Shah is a person of dignity, possesses relevant expertise and experience and fulfills the condition specified in the said act and Rules made thereunder.

In terms of Section 149 of the Act, Independent Director shall hold office for period of 5 years on the Board of Company, and shall be eligible for re-appointment for another consecutive term on passing the Shareholders Resolution by the Company and disclosure of the same needs to be provided in the Directors' Report. Further, in terms of Section 149 (13) of the Act, Independent Directors of the Company are not liable to retire by rotation.

It is proposed to appoint Mr. Vishal B. Shah as Independent Director of the Company, for a period of 5 (five) years, with effect from the date of this meeting, as set out in Item No. 4 of the Notice. Notice along with requisite deposit as required under Section 160 of the Act have been received from a member proposing the candidature of the said Independent Director.

Upon approval of the appointment of Mr. Vishal B. Shah as Independent Director by the Members of the Company, the appointment shall be formalized by issue of letter of appointment by the Company to the said Independent Director.

Brief profile of the said Independent Director, in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is provided in the notes.

The Board, accordingly, recommends the resolutions of Item No. 4 of the Notice for the approval of the Members.

None of the said Directors are related to each other or any other Director.

**By Order of the Board of Directors,
Apollo Finvest (India) Limited**

Date: 21st July, 2016

Place: Mumbai

CIN: L51900MH1985PLC036991

Registered Office:

Jewel Arcade, Plot No 123 TPS,
IV Water Field Road,
Bandra (W), Mumbai-400050.

**Anju R. Innani
Managing Director
DIN: 00123259**

30th Annual Report 2015-2016

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 30th Annual Report along with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016.

1. FINANCIAL SUMMARY

(Amount in Rupees)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Gross Sales and other Income	1,86,90,675	3,38,59,473
Profit before Depreciation and Tax	1,09,72,287	2,39,17,307
Less: Depreciation	(6,98,482)	(6,58,020)
Profit before Tax	1,02,73,805	23,59,287
Less: Tax Expenses	(16,69,421)	(56,82,879)
Net Profit after tax	86,04,384	1,75,76,408

For the financial year ended 31st March, 2016, your company has earned a profit after tax of Rs. 86,04,384 as a result of which the net worth of the company has increased to Rs. 15,41,39,302 as compared to Rs. 14,55,27,918 in the previous year.

2. DIVIDEND

With a view to strengthen the financial position and the future growth of the Company, your Directors have not recommended payment of dividend for the financial year ended 31st March, 2016.

3. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee and to the Chairman & Managing Director of the company.

4. FIXED DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Information regarding Loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 is given in detail in the Note "J" of Financial Statements.

6. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

7. BOARD MEETINGS

There were ten meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report annexed as Annexure "III".

8. BOARD COMMITTEES

The detailed composition of the mandatory Board Committees namely Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee and other related details are set out in the Corporate Governance Report annexed as Annexure "II" which forms an integral part of this report.

9. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF BOARD, ITS COMMITTEES AND DIRECTORS

The company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. Formal annual evaluation made by the Board of its own performance and that of its Committees and individual Directors is given in the Corporate Governance Report annexed as Annexure "III".



10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Hardik Kishor Dedhia was appointed as an Independent Director of the Company at the previous Annual General Meeting for a period of 5 consecutive years i.e. from 29th September, 2015 to 28th September, 2020.

Mr. Vishal Bhailal Shah was appointed as Director in casual vacancy in place of Mr. Bhavik Chokshi on 4th November, 2015 by the Board of Directors. His appointment is proposed to the members for ratification. The said director is proposed to be appointed as an Independent Director for a period of 5 years at the ensuing Annual General Meeting.

Mr. Akash Sanjay Valia was appointed as Director in casual vacancy in place of Ms. Preeti P. Jain on 4th April, 2016 by the Board of Directors. His appointment is proposed to the members for ratification. The said director is proposed to be appointed as an Independent Director for a period of 5 years at the ensuing Annual General Meeting.

Mr. Umanath Agarwal, Executive Director, resigned on 9th September, 2015.

11. CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business as per the details given in AOC-2 annexed as Annexure "II". There are no materially significant related party transactions made by the company with the Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest with the company at large.

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

A. **Conservation of energy** - Sub-rule 3(A) of Rule 8 of the Companies (Accounts) Rules, 2014 pertaining to the Conservation of energy is not applicable to the Company.

B. **Technology Absorption** - Sub-rule 3(B) of Rule 8 of the Companies (Accounts) Rules, 2014 pertaining to the Technology Absorption is not applicable to the Company.

C. **Foreign exchange earnings and Outgo:** There were no foreign exchange earnings or out flows during the year.

13. STATUTORY AUDITORS

M/s. Shankarlal Jain & Associates, Statutory Auditors of your Company having (Firm Registration W100082) retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

14. QUALIFICATIONS GIVEN BY THE AUDITORS

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors of the Company in their report.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. With respect to observations in the Secretarial Audit Report for appointment of Company Secretary and Chief Financial Officer:

- CFO: The Company is in the process to appoint a CFO.
- Compliance Officer/Company Secretary: The Company has appointed a competent person who is awaiting membership confirmation from the Institute of Company Secretaries of India.

15. SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed S. G. and Associates, a firm of Company Secretaries in practice (Mumbai) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith to this Report as Annexure "V".

16. SHARE CAPITAL

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

The Company has forfeited 9800 Partly Paid up Shares on which Allotment cum call money was unpaid, in its Board Meeting held on 21st April, 2016 and the same has been approved by The Bombay Stock Exchange.

17. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

- a. The Company had no employee drawing salary/ remuneration in excess of Remuneration limits prescribed as per Rule 5(2) of the Appointment and Remuneration of Managerial Personnel Rules 2014.

- b. The Details with regards to the payment of Remuneration to the Directors and Key Managerial Personnel is provided in Form MGT-9 – Extract of the Annual Return (appended as Annexure “I”).

18. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of clause (c) of sub-section (3) of section 134 of Companies Act, 2013 Directors, to the best of their knowledge and belief, state that –

- in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. CORPORATE SOCIAL RESPONSIBILITY:

The Company does not fall under the limits as prescribed under the Section 135 of Companies Act, 2013 and Rules made thereunder.

20. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The same is also available on website of the company in detail.

21. EXTRACT OF ANNUAL RETURN:

The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report as Annexure “I”.

22. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Corporate Governance is annexed herewith as Annexure “III” and Management Discussion & Analysis Report is annexed herewith as Annexure “IV”. These form an integral part of this Report, together with the Certificate from the statutory auditors regarding compliance with the requirements of Corporate Governance as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

23. RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner.

24. ACKNOWLEDGEMENT

Your Directors wish to extend their sincere gratitude for the assistance, guidance and co-operation the Company has received from all stakeholders. The Board further appreciates the dedicated services rendered by the employees of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21st July, 2016

Anju R. Innani
Managing Director
DIN: 00123259