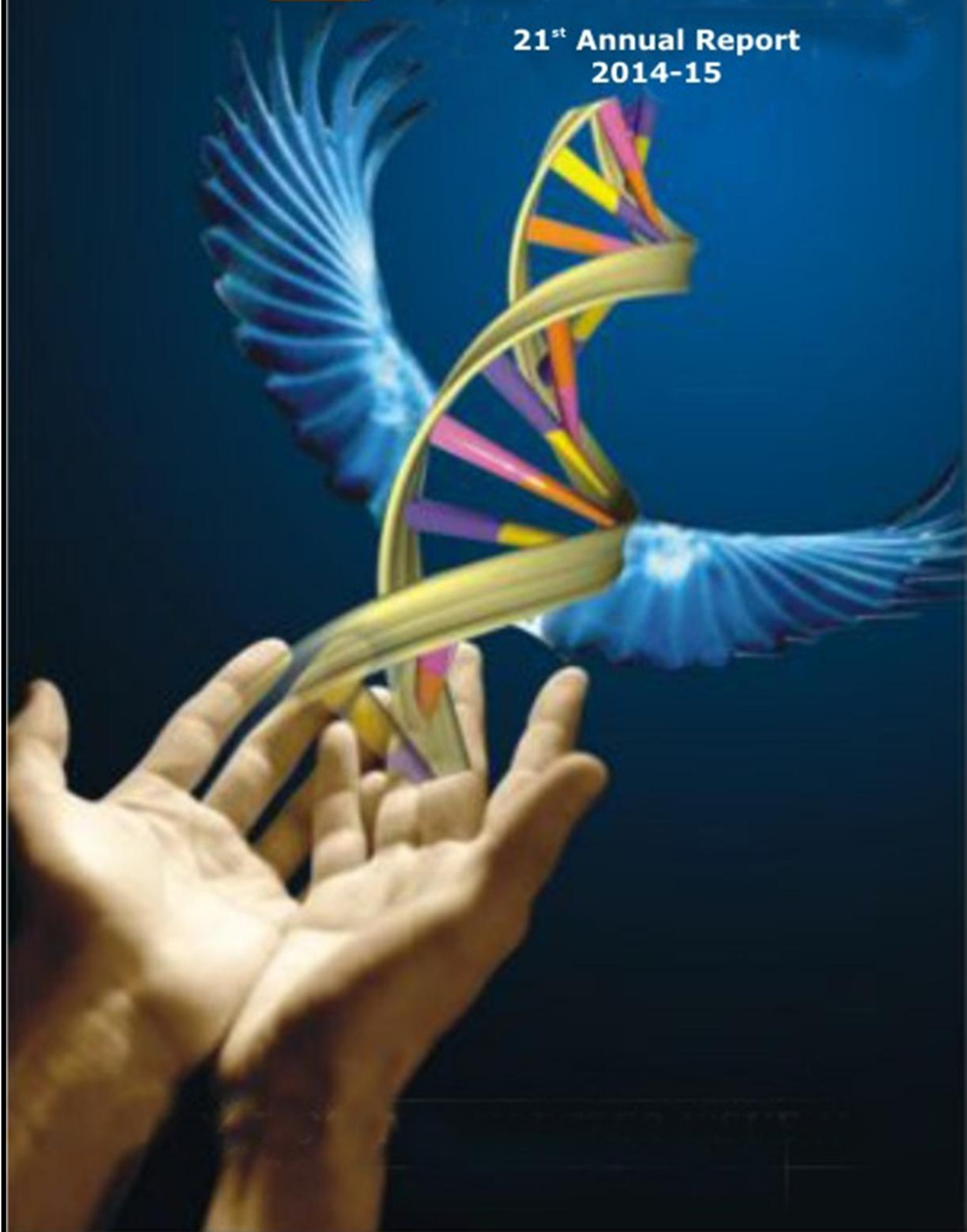




Fruition Venture Limited

**21st Annual Report
2014-15**



Corporate Information

Board of Directors

- Narendar Nath Jain, Chairman
- Nitin Jain, Managing Director
- Sanhit Jain, Whole-Time Director
- Sanjeev Juneja, Independent Director
- Shilpa Jain, Independent Director
- Ravinder Kumar Jain, Independent Director

Compliance officer & Company Secretary

Parul Bhargava

Chief Financial Officer

Ms Richa

Auditors

M/s P Aggarwal & Associates
Chartered Accountants
908, Arunachal, 19 Barakhamba
Road, New Delhi- 110 001

Bankers

- HDFC Bank Ltd, Mukherjee Nagar
New Delhi -110009
- Punjab National Bank, Mukherjee
Nagar, Delhi - 110009

Registered Office

21-A, 3rd Floor Savitri Bhawan,
Commercial Complex, Mukherjee
Nagar, New Delhi- 110 009
Phone No.+91-011-27654949
Fax- +91-011-27654959
Email- id: info@fvl.co.in
Website: www.fvl.co.in

Stock Exchange

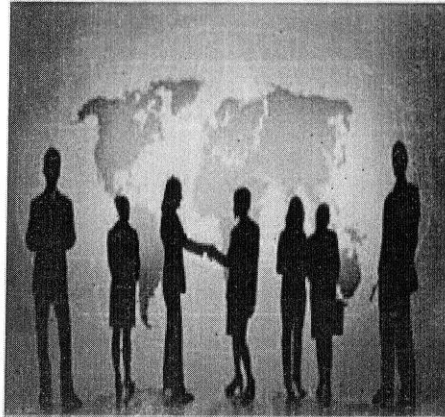
- Bombay Stock Exchange Limited
- Delhi Stock Exchange Association

Registrar & Share Transfer Agent

M/s. RCMC Share Registry Private
Limited
B-25/1 1st Floor Okhla Industrial
Area Phase-II New Delhi-110020
Ph. No. 011-26387320
Fax- 011-26387322
E-mail- shares@rcmcdelhi.com

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Managing Director's Vision



"Fruition Venture Ltd is investing in doubling the size of the business and increasing positive social impact. Fruition Venture Ltd made good progress by working towards creating strong domestic brand. Strong domestic brands create much larger value since they create, capture and retain value within the country & help in achieving long term goal of creating sustainable economic value.

There are a number of strategies that we expect to implement during the current financial year.

Sustainability is at the heart of everything we do to ensure we have a viable long-term business that is attractive to investors.

Nitin Jain
Managing Director
Fruition Venture Limited

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of the Company will be held on Wednesday, 30th September, 2015 at 10.00 A.M. at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex Mukherjee Nagar, New Delhi- 110009 to transact the following business:

Ordinary Business:

Item no.1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Narendar Nath Jain (DIN-00227948), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3: Appointment of Auditors

"Resolved that pursuant to the provisions of Section 139 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 the Rules made thereunder, as amended from time to time, the appointment of M/s. P. Aggarwal & Associates, Chartered Accountants (ICAI Firm Registration No.081984) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-Second AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the financial year 2015-16, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."

For and on Behalf of the Board
or **Fruition Venture Limited**
(Formerly Indo Websec Ltd)

Date: 30th August, 2015

Place: New Delhi

Sd/-
Nitin Jain
Managing Director
DIN: 00861328
Address: E-3/16, Model Town
Part-II, New Delhi-110009

Notes:

- A. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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.

- B.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- C. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- D.** Members/Proxies attending the meeting are requested to bring their copy of Annual Report to 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.** Being no appointment/re-appointment at the meeting, a brief resume along with the details of other Directorship and Shareholding in the Company of Board of Directors pursuant to Clause 49 of the Listing Agreement with the Stock Exchange are provided as an annexure to this Notice.
- G. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed on Tuesday, 29th September, 2015 and Wednesday, 30th September, 2015 for the purpose of the Annual General Meeting.
- H.** All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s RCMC Share Registry Private Limited at the address mentioned below:
RCMC Share Registry Private Limited
B -106, Sector - 2 Noida (U.P.) - 201301
Tel: 0120-4015880; Fax: 0120-2444346
- I.** The Equity Shares of the Company are listed on BSE Limited and DSE. The Company confirms that it has paid Annual Listing Fees to the said exchanges for the year 2015-16.

- J.** The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- K.** The Notice of the AGM alongwith the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- L.** To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with RTA of the Company.
- M. Voting through Electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the 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).

The procedure for the same is as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "FRUITION VENTURE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 the Dividend Bank details field as mentioned in instruction (v).

- (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 for FRUITION VENTURE LIMITED 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.
- (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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions: -

- The e-voting period commences on Friday, 25th September, 2015 (10.00 a.m. IST) and ends on Tuesday, 29th September, 2015 (6.00 p.m. IST). 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 28th August, 2015 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.
- Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date (record date) and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- Mr. Debabrata Debnath, Company Secretary in whole time practice of M/s R&D, Company Secretaries, 785, Pocket-E, Mayur Vihar Phase-2, Delhi 110 091, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fvl.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company on 30th September, 2015.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- The Annual Accounts of the company shall be available for inspection during business hours at our registered office and the same are also available at the website of the company.
- The information required to be provided under the Listing Agreement regarding the Directors proposed to be appointed/reappointed is given in the Corporate Governance Report.

For and on Behalf of the Board
For Fruition Venture Limited
(Formerly Indo Websec Ltd)

Date: 30th August, 2015

Place: New Delhi

Sd/-
Nitin Jain
Managing Director
DIN: 00861328
Address: E-3/16, Model Town
Part-II, New Delhi-110009

DIRECTORS' REPORT**Dear Members**

Your Directors have pleasure in submitting the 21st Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2015.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous years figures are given hereunder:

Particulars	Particulars For the Year ended 31 st March 2015	Particulars For the Year ended 31 st March 2014
Net Sales /Income from Business Operations	5,80,75,339.22	21,42,65,025.10
Other Income	495,337.87	10,94,999.51
Total Income	5,85,70,677.09	21,53,60,024.61
Less Interest	-	-
Profit before Depreciation	61,53,651.38	1,42,202.17
Profit after depreciation and Interest	62,73,024.38	2,27,755.14
Less Current Income Tax	9,15,210	-
Less Previous year adjustment of Income Tax	3,51,500	-
Less Deferred Tax	19,84,347	52,803
Net Profit after Tax	30,21,967.38	1,74,952.14
Dividend (including Interim if any and final)	-	-
Net Profit after dividend and Tax	-	-
Amount transfered to General Reserve	16,80,391.33	(13,41,343.05)
Balance carried to Balance Sheet	-	-
Earning per share (Basic)	0.76	0.04
Earning per Share(Diluted)	0.76	0.04

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is engaged in the business of trading of computer & computer peripherals, fabrics, shares and securities, consultancy and other related activities. During the year ended 31st March, 2015 under review the total income of the Company was Rs. 5,85,70,677.09 as against Rs. 21,53,60,024.61 for year ended 31st March, 2014. The Company was able to earn a net profit for the year ended 31st March, 2015 of Rs. 30,21,967.38 against a profit of Rs. 1,74,952.14 for year ended 31st March, 2014. Your Management is putting in their best efforts to improve the performance of the Company. The Company is performing well and therefore future prospects looks bright and in the year to come, the Company will strive to achieve the projected profitability and increase its scale of operation.

3. DIVIDEND

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

Company is into the business of trading so there is no major consumption of energy and technology absorption in the Company. There are office equipments and other electricity facilities installed in the office premises of the Company and the management takes care of minimal usage of energy. The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There is no Foreign Exchange Inflow and Outflow during the year under review.

7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has adopted a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself. The policy for Risk Management is attached herewith as Annexure 1.

8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review. Policy for Related party is annexed herewith as annexure No. 2.

11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT; PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

In terms of the provisions of Section 178(3) of the Act and Clause 49(IV)(B)(1) of the Listing Agreement, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has