

Intellivate Capital Ventures Limited

**32nd
Annual Report
2014-2015**

32nd Annual Report 2014-2015

BOARD OF DIRECTORS

Mr. Vipul J. Modi
Mrs. Leena V. Modi
Mr. Siddharth P. Shah
Mr. Venkateswara Suram Rao

REGISTERED OFFICE

66/1, Hansa Villa, Opp. South Indian Gymkhana,
Bhaudaji Cross Road, Matunga (Cr), Mumbai- 400 019
Email: secretarial@intellivatecapital.com
Website: www.intellivatecapital.com

REGISTRAR & TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PVT. LTD.
9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel, Mumbai- 400 011
Tel No. 23016761, 23018261.

BANKERS

Indusind Bank

AUDITORS

J. B. Dudhela & Co.
Chartered Accountants

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Intellivate Capital Ventures Limited

CIN L27200MH1982PLC028715

Registered Office: 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai, PIN 400 019

Phone: (022)2403 4235 Fax: 24031691 Website: www.intellivatecapital.com

E-mail ID- secretarial@intellivatecapital.com

NOTICE

32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF INTELLIVATE CAPITAL VENTURES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 21, 2015 AT 09.00 A.M AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 66/1, HANSA VILLA, OPP. INDIAN GYM KHANA, BHAUDAJI CROSS ROAD, MATUNGA, MUMBAI-400019, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Financial Statements of the Company comprising of Balance Sheet for the year ended 31st March, 2015, the Profit & Loss Account as on that date together with Notes forming part of accounts, Reports of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Leena Modi (Holding DIN 00796382), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To re-appoint M/s J. B. Dudhela & Co., Chartered Accountants as statutory auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED THAT M/s J. B. Dudhela & Co., Chartered Accountants, (102777W) who have given a certificate pursuant to the provisions of Section 139(1) of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, to the effect that, if appointed, their appointment shall be in accordance with the conditions as prescribed in the Act and the Rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company, to hold office, in terms of the provisions of Section 139 of the Companies Act, 2013, for a term of two (02) years i.e. from the conclusion of this Annual General Meeting until the conclusion of Thirty Fourth Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors plus reimbursement of out of pocket expenses."

SPECIAL BUSINESS:

- 4) To appoint Mr. Venkateswara Suram Rao (Holding DIN: 03138031) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without any modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. Venkateswara Suram Rao (Holding DIN: 03138031) who has submitted a declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (05) year, commencing from September 21, 2015 and expiring on conclusion of Thirty Seventh (37th) Annual General Meeting."

By order of the Board of Directors of
Intellivate Capital Ventures Limited

Sd/-

Vipul Modi

Director (00796116)

Place : Mumbai

Date : 12th August 2015

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy should, however, be deposited at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. A proxy form is sent herewith.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
3. Members / Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice.

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5. Pursuant to Clause 16 of the Listing Agreement, Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2015 to Monday, September 21, 2015 (both days inclusive) for determining the names of members eligible to cast their vote through e-voting.
6. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting and other relevant documents referred to in the accompanying notice are open for inspection by the members of the company at the registered office on all working days (except Saturdays, Sundays and public holidays) between 03.00 p.m. to 05.00 p.m. upto the date of this Annual General Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested document proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. In case of joint holders attending the meeting, the name appearing first among the other names will be entitled to vote.
9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrars & Share Transfer Agents of the Company – M/s. Purva Share Registry (India) Private Limited.
10. The notice of the Annual General Meeting and instructions for remote e-voting, along with the attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the company/Depository Participants unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
11. Members may also note that the Notice of the 32nd Annual General meeting and Annual report for the financial year 2014-15, will also be available on the Company's website www.intellivatecapital.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days. For any communication, the shareholders may also send request to the company's investor email id: secretarial@intellivatecapital.com.
12. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. **Information on voting through electronic means:**
Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote against the AGM.
The Company has appointed PCS Sandhya Malhotra, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed **Monday, September 14, 2015** as the '**Cut-off Date**'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. **Monday, September 14, 2015** only.
The instructions to members for voting electronically are as under:
 - I. The voting period begins on Friday, September 18, 2015 at 09.00 a.m. and ends on Sunday, September 20, 2015 at 05.00 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 September 14, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The shareholders should log on to the e-voting website www.evotingindia.com.
 - III. Click on Shareholders.
 - 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.

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- 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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 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.
- 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.
- XVIII. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 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.

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- XIX. 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.
- XX. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of **Monday, September 14, 2015**.
- XXI. Mrs. Sandhya Malhotra, Practicing Company Secretary (CP No. - 9928) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XXII. 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 scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XXIII. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XXIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- XXV. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address:

PURVA SHAREGISTRY (INDIA) PVT. LTD
Unit: INTELLIVATE CAPITAL VENTURES LIMITED
No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011
Tele No. : 022-2301 6761 / 2301 8261 Fax No. : 022-2301 2517

By order of the Board of Directors of
Intellivate Capital Ventures Limited

Place : Mumbai
Date : 12th August 2015

Sd/-
Vipul Modi
Director (00796116)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

In view of the provision of Clause 49 of Listing Agreement, the Company has to reconstitute its board in order to bring in an equal numbers of Independent and Non-Independent Directors.

The Board of Directors already in their meeting held on 14th November, 2014 has appointed Mr. Venkateswara Suram Rao as Additional (Independent) Director of the company.

Mr. Venkateswara Suram Rao has submitted a declaration that he meets the criteria of Independence under section 149(6) of the Act, and is not disqualified under section 164 of the Act and that he is eligible for appointment. In the opinion of board, Mr. Venkateswara Suram Rao fulfills the conditions specified in the Act and Rules made thereunder for appointment of Independent Director. Mr. Venkateswara Suram Rao has already submitted his consent to act as a Director of the Company.

A brief profile of Mr. Venkateswara Suram Rao including nature of his expertise and other disclosure as required under Clause 49 of the Listing Agreement is provided at annexure to this notice.

None of the Directors, except Mr. Venkateswara Suram Rao, of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board commends the resolution set out at Item No. 4 of this notice, for the approval of the members of the Company as **Ordinary Resolution**.

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Pursuant to Clause 49 of the listing agreements with the stock exchange, following information is furnished about the Directors proposed to be appointed/re-appointed:

Name Of The Director	Brief Expertise	Directorship in Public Companies	Membership in other Committees
Mrs. Leena Modi DIN: 00796382 Director from: 31 st January, 2008 Shares Held: 60,24,000	Mrs. Leena Modi is a graduate in Commerce from the Mumbai University. Mrs. Leena Modi has experience of well over 20 years in the field of corporate laws, securities laws, corporate finance and property matters	<ul style="list-style-type: none"> ➤ Samruddhi Finstock Limited ➤ Intellivate Capital Advisors Limited ➤ ICVL Steels Limited ➤ Samco Commodities Limited 	Stakeholders Relationship Committee <ul style="list-style-type: none"> ➤ ICVL Steels Limited ➤ Intellivate Capital Advisors Limited
Mr. Venkateswara Suram Rao DIN: 03138031 Director from: 14 th November, 2014 Shares Held: NIL	Mr. Venkateswara Suram Rao's educational qualifications are B.Sc. (Gen), CAIIB, LLB. He has about two decades of experience in private, public sector and foreign Banks in Foreign Exchange Operations, Post Sanction Credit, Recovery, Audit, Systems and Training areas. He has served as Convener – Banking Panel, FIEO - Western Region. Presently, he provides consultancy / advisory services in Banking, NBFC's, International trade, Media Rights, corporate laws, securities laws and property matters.	<ul style="list-style-type: none"> • Samruddhi Finstock Limited • ICVL Steels Limited • Intellivate Capital Advisors Limited 	Audit Committee <ul style="list-style-type: none"> • ICVL Steels Limited • Intellivate Capital Advisors Limited Stakeholders Relationship Committee <ul style="list-style-type: none"> • ICVL Steels Limited (Chairman) • Intellivate Capital Advisors Limited (Chairman)

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DIRECTOR'S REPORT

To,
The Members,
Intellivate Capital Ventures Limited

Your Directors feel great pleasure in presenting 32nd Annual Report of your Company comprising the Audited Financial Statements for the year ended March 31, 2015.

1. FINANCIAL HIGHLIGHTS:

(In Rupees)

S. No.	Particulars	Current Year ended on 31st March, 2015	Previous Year ended on 31st March, 2014
1.	Total Receipts	1,079,377	995,746
2.	Profit/Loss before depreciation	229,916,	231,635
3.	Depreciation	22,525	17,513
4.	Profit/loss before Tax	207,391	214,122
5.	Less: Provision for Tax	66,958	58,525
6.	Profit after Tax	140,433	155,597
7.	Balance of Profit as per last Balance Sheet	2,526,440	2,370,843
8.	Balance carried to the Balance sheet	2,662,577	2,526,440

2. RESULTS OF OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS:

- Revenue from operations increased by 8.40% to Rs. 1,079,377.
- PBDIT decreased by 0.74% to Rs. 229,916.
- Profit before tax decreased by 3.14% to Rs. 207,391.
- Net Profit decreased by 9.75% to Rs. 140,433.
- No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

3. DIVIDEND:

No dividend has been declared for the financial year 2014-15.

4. SHARE CAPITAL OF THE COMPANY:

There were no changes in the share capital of the Company. The Authorised capital of the company is Rs. 150,000,000 (Rupees Fifteen Crore) and the paid up capital of the Company is Rs. 29,100,000 (Rupees Two Crore Ninety one Lacs) divided into 29,100,000 (Two Crore Ninety one Lacs) equity shares of Re.1 (One) each. The company has neither issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2015, none of the Directors of the company hold instruments convertible into equity shares of the company.

5. DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, **Mrs. Leena Modi**, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment and your Board recommends her re-appointment.

The Board of Directors of the Company appointed Mr. S. V. Rao as an Additional (Independent) Director of the Company for a period of five years w.e.f. 14th November, 2014 subject to approval of shareholders at the ensuing Annual General Meeting.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under clause 49 of the Listing Agreement with the Stock Exchanges.

As stipulated under the Clause 49 of the Listing Agreement with BSE Limited, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening Annual General Meeting.

6. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

7. EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as **Annexure 1**.

8. LISTING OF SHARES ON BOMBAY STOCK EXCHANGE LIMITED:

The Equity shares of the Company are listed on Bombay Stock Exchange Ltd (BSE) and admitted for trading w.e.f. 03rd August, 2001.

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9. MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. A tentative annual calendar of the Board and Committee Meetings is informed to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings is circulated 7 day prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met **FIVE** times during year the details of which are given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3) (c) of the Companies Act, 2013 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 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 this Act 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.

11. NOMINATION & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

12. REMARKS ON QUALIFICATION BY SECRETARIAL AUDITOR

The qualifications given under the Secretarial audit report are about the Non Appointment of Key Managerial Personnel under section 203 of Companies Act, 2013 read with applicable rules and Non Appointment of Internal Auditor of the Company under section 138 of Companies Act, 2013 read with applicable rules during the Audit period (01st April 2014-31st March, 2015). The Board in their meeting held on 30th May, 2015 has already appointed M/s. I. P. Mehta and Company, Chartered Accountants as an Internal Auditor of the Company for Financial year 2015-16. With respect to appointment of Whole time Director/ Managing Director/Chief Executive Officer, cognizance must be had to the nature and volume of business of the Company, however, the Company is making all efforts now to engage a whole time director. Regarding Company Secretary and Chief Financial Officer, the Board is still looking for competent individuals and shall soon place them in office.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 16.15 and Note 16.16 to the financial statement which sets out related party disclosures.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The details of loans, guarantee or investment under Section 186 of the Companies Act, 2013 is given under Notes to Accounts of financial statements.

15. ANNUAL PERFORMANCE EVALUATION BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The Board has devised questionnaire to evaluate the performances of each of executive and non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

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- I. Attendance of Board Meetings and Board Committee Meetings;
 - ii. Quality of contribution to Board deliberations;
 - iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
 - iv. Providing perspectives and feedback going beyond information provided by the management.
- 16. 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:**
- There was no significant or material order was passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.
- 17. AUDIT COMMITTEE AND ITS COMPOSITION**
- The composition of the Audit Committee is as under and the same has been given in Corporate Governance Report as required under Clause 49 of the Listing Agreement, which is annexed to this report.
- The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.
- As on March 31, 2015, the Audit Committee comprised of **Mr. Siddhartha P. Shah (Independent Director)**, **Mr. S. V. Rao (Independent Director)**, and **Mr. Vipul Modi (Non-Executive Director)**.
- Mr. Siddhartha P. Shah** is the Chairman of Audit Committee of the Company.
- 18. WHISTLE BLOWER POLICY:**
- The Company has a vigil mechanism / whistle blower Policy to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil mechanism Policy is explained in the Corporate Governance Report. We affirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee.
- 19. SECRETARIAL AUDIT REPORT:**
- Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report received from M/s. SRM and Co., Practising Company Secretary is annexed and forming part of this report.
- 20. INTERNAL AUDIT:**
- The Board of Directors has appointed M/s. I. P. Mehta and Co., Chartered Accountants, in their meeting held on 30- May, 2015, as its Internal Auditor. Internal Auditor has given their reports on quarterly basis to the Audit Committee.
- Based on the report of internal audit function undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.
- 21. INTERNAL FINANCIAL CONTROL:**
- The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.
- 22. CORPORATE GOVERNANCE REPORT:**
- Pursuant to Clause 49 of the Listing Agreement entered into with the stock exchange, the following have been made a part of the Annual Report and are attached to this report:
- Management Discussion and Analysis Report
 - Corporate Governance Report
 - Auditors' Certificate regarding compliance of conditions of Corporate Governance
 - Director's Declaration
- 23. RISK MANAGEMENT**
- During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Risk Management Policy was reviewed and approved by the Committee.
- 24. Details of policy developed and implemented by the company on its corporate social responsibility initiatives**
- The provisions of Corporate Social Responsibility are not applicable to the company.
- 25. COMMITTEES OF THE BOARD:**
- During the year, in accordance with the Companies Act, 2013, the Board constituted five Committees of the Board, as follows: