

BOOK POST

28<sup>th</sup>  
ANNUAL REPORT  
2016-2017

NETWORK  
LIMITED

If undelivered, please return to :  
**NETWORK LIMITED**  
W-39, Okhla Industrial Area, Phase-II  
New Delhi - 110 020

Board of Directors	:	Ashok Sawhney Aman Sawhney Avinash Chander Sharma Pankaj Shrimali Vijay Kalra G.S. Goyal Umong Sethi Neena Sethi
Manager	:	Aman Sawhney
CFO	:	Ashok Kumar
Company Secretary	:	Vikas Jain
Auditors	:	S. Kapoor & Associates Chartered Accountants
Bankers	:	State Bank of Mysore ICICI Bank HDFC Bank Vijaya Bank
Registered Office	:	W-39, Okhla Industrial Area Phase - II, New Delhi - 110020 Tele : 011-26389611 Fax : 011-26389770
Registrar and Share Transfer Agent	:	Alankit Assignments Ltd. Alankit House, 1E/13 Jhandewalan Extension, New Delhi - 110055 Tel. : 011-42541234 Fax : 011-42540064

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TO THE MEMBERS OF

**NETWORK LIMITED**

Your Directors have pleasure in presenting their 28<sup>th</sup> Annual Report of the Company together with the Audited Accounts of the Company for the Financial Year ended 31<sup>st</sup> March, 2017.

**FINANCIAL HIGHLIGHTS**

The highlights of Financial Results for the Financial Year ended 31<sup>st</sup> March, 2017 in comparison to the Financial Year ended 31<sup>st</sup> March, 2016 are as follows:

(Rs in Lacs)

PARTICULARS	31 <sup>st</sup> March 17	31 <sup>st</sup> March 16
Revenue from Operations	280.64	870.85
Total Income	280.64	870.85
Total Expenditure	250.95	899.33
Profit/(Loss) before depreciation	29.69	(28.48)
Depreciation	-	2.11
Profit / ( Loss ) before Tax	29.69	(30.59)
Exceptional Items	(775.58)	(2997.50)
Total Profit / ( Loss )	(745.89)	(3028.09)

**OPERATIONAL REVIEW**

The year under review witnessed a marginal growth in the world economy attributable to a feeble pace of global investment, dwindling world trade, flagging productivity and high levels of debt. The Company thrust is on trading and investment in commodities, forex and derivative products. This will be supplemented through more research and qualitative techniques for decision making.

During the financial year under review, the company has earned an operational profit of Rs. 29.69 lac against the operational loss of Rs. 30.59 lac in previous year. The management of your company expects further improvement in the current year with the growing economic scenario and market conditions.

During the year under review, there was no change in the nature of business of the Company.

**ECONOMIC SCENARIO**

The global economy continued to be subdued in 2016. The slowdown in the advanced economies of the West adversely impacted growth levels, resulting in the slowing of the world economic growth to 3.1% from 3.4% in the earlier year.

India emerged as a 'bright spot' in an otherwise subdued world economy when it overtook China in 2015-16 as the fastest-growing major economy in the world. Though India's fundamentals still remain strong, the recent demonetisation initiative undertaken by the Indian Government is expected to lower India's GDP growth from 7.6% in FY16 to 6.8% in FY17. India's GDP growth is expected to remain stable during FY18. The Government's stimulus for improving overall business sentiments will be the major growth drivers. Implementation of GST will have a positive impact, going forward.

The Indian Government's decisive policy manoeuvres towards ensuring fiscal consolidation and pegging back inflation will help it maintain economic stability in the years ahead. India's eight core infrastructure industries – coal, crude oil, natural gas, refinery products, fertilisers, steel, cement and electricity

registered cumulative growth of 4.9% during the April-November period compared to 2.5% a year ago.

Your Company is seeking great opportunities in its business segment considering the expected economic development & growths initiatives taken by the government.

**OPPORTUNITIES AND THREATS**

The Indian economy and markets are standing on stronger and exciting fundamentals. Equities have already begun to discount the prospects of higher growth in earnings with the BSE 200 appreciating 23% during the fiscal year ended March 2017. The Company is looking forward to grasp the available opportunities. The company is continuing with task to build businesses with long term goals through intrinsic strength in corporate and investment research. To accelerate further value creation, your company continues to work on new fields through collaboration, association and strategic investments. The uncertain state of the global economy however remains a cause of concern.

**OUTLOOK, RISKS AND CONCERNS**

Your Company has been making use of available opportunities in the capital and the commodities markets for its operations, keeping in view its business objectives.

The underlying strength of Indian consumption and demand, continues to remain robust. The country's equity markets remain a favourite of global investors. The performance of your Company is closely linked to those of the stock and commodities markets and more particularly to stock markets. The growth tendencies for 2017-18 are expected to be mostly reflective of the developments in these areas. Your Company is cautiously optimistic in the current scenario and will focus on a well-adjusted portfolio mix, resourceful cost management and risk containment measures in order to sustain profitability.

**DIVIDEND**

Your directors do not recommend any dividend for the Financial Year ended 31<sup>st</sup> March, 2017.

**SHARE CAPITAL**

During the year Company has received the Order of National Company Law Tribunal, New Delhi, confirming the Scheme of Reduction of Share Capital. In terms of the approved scheme of Reduction of Share Capital the paid up value of each Equity Share of the Company is reduced from Rs.10 per share to Rs. 2 per share and the total paid up Share Capital of the Company is reduced from Rs. 49,14,84,980 divided into 4,91,48,498 Equity Shares of Rs.10 each, fully paid-up, to Rs. 9,82,96,996 divided into 4,91,48,498 Equity Shares of Rs. 2 each, fully paid-up.

**DEPOSITS**

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 during the year under review.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013**

The Company has not granted any loans, secured or unsecured, guarantee to companies, firm or other parties covered under section 186. Particulars of Investments has been disclosed in financial statement of the Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Ashok Sawhney and Mr. Avinash Chander Sharma, Directors

retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their reappointments at the ensuing Annual General Meeting of the Company.

#### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company met 5 (Five) times in the FY2016-17. The details pertaining to the Board Meetings and attendance are provided in the Corporate Governance Report. The intervening gap between two Board Meetings was within the period prescribed under Companies Act, 2013.

#### **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED U/S 134(5) OF THE COMPANIES ACT, 2013**

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- b. that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of Profit and Loss Account of the Company for that period;
- c. that 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;
- d. that the Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2017 on a going concern basis;
- e. that 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
- f. that 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.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **ADOPTION OF NEW SET OF MEMORANDUM & ARTICLES OF ASSOCIATION**

The Memorandum & Articles of Association of the Company as currently in force are no longer be in conformity with the Companies Act, 2013. In view of the above, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "A" & "F" to Schedule I to the Companies Act, 2013 which sets out the model memorandum & articles of association for a company limited by shares.

Pursuant to the provisions of Section 13 & 14 of the Companies Act, 2013, read with the Rules framed thereunder, amendment of Memorandum & Articles of Association requires approval of shareholders by way of special resolution and the resolution is placed before the shareholders at the ensuing Annual General Meeting.

#### **BOARD EVALUATION**

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the evaluation of its own performance, the Directors individually including the Chairman of the Board and that of its Committees. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-Independent Directors were carried out by Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees.

The process of evaluation is explained in the Corporate Governance Report.

#### **COMMITTEES OF BOARD**

Currently, the Board has three committees: the audit committee, stakeholders' grievance committee and nomination and remuneration committee. The details of the committee's along with the meetings held during the year are covered in corporate governance report.

#### **AUDITORS & AUDITORS OBSERVATIONS**

##### **Statutory Auditors**

M/s. S. Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528M), existing Statutory Auditors have been in office for more than 5 years and in compliance with the provisions of the Act, the Audit Committee and the Board of Directors of the Company at their meetings held on August 10, 2017, recommended the appointment of M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), as the Statutory Auditors (new auditors) of the Company in place of the existing Statutory Auditors to hold office from the conclusion of the forthcoming Annual General Meeting (AGM) until the conclusion of the 33<sup>rd</sup> AGM of the Company, subject to ratification by the members at every AGM. The necessary resolution is being placed before the shareholders for approval.

The new Auditors have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment.

The Report given by M/s. S. Kapoor & Associates, Chartered Accountants (Firm Registration Number FRN 003528M), Statutory Auditors on the financial statement of the Company for the year 2016-17 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

##### **Secretarial Auditor**

Mrs. Anchal Mittal of AM & Associates., Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules made

thereunder. The Secretarial Audit report for FY. 2016-17 in form MR-3 part of the Annual Report as **Annexure 1** of the Board Report. The report does not contain any qualification.

#### **EXTRACTS OF ANNUAL RETURN**

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure - 2** to this Report.

#### **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The board has adopted the policies and procedures for ensuring the orderly and efficient conduct of the 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 disclosures.

#### **SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company.

#### **PARTICULARS OF EMPLOYEES**

During the year under review, none of employees are covered under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **LISTING OF COMPANY'S SHARES ON STOCK EXCHANGES**

The Company's shares are listed on "BSE Limited". The listing fee up to the year 2017-2018 has already been paid to the Stock Exchange.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Your Company is not involved in any manufacturing or processing activities and did not carry out any activity relating to Research & Development, Technology Absorption during the year under review. Hence particulars in this regard in accordance with provisions of the Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not required.

There are no foreign exchange earnings or outgo during the current financial period.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

During the year, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

#### **RELATED PARTY TRANSACTIONS**

During the year ended March 31, 2017, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties has been disclosed in the financial statements of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a policy to determine Related Party Transactions.

#### **VIGIL MACHANISM/WHISTLE BLOWER POLICY**

The Board of Directors has adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of

professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases.

#### **CODE OF CONDUCT**

The Company has a well defined policy, which lays down procedures to be followed by the employees for ethical professional conduct. The code of conduct has been laid down for all the Board Members and Senior Management of the Company. The Board members and Senior Management personnel have affirmed compliance with the Company's code of conduct for the year 2016-17. This code has been displayed on the Company's website.

#### **HUMAN RESOURCE AND INDUSTRY RELATIONS**

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

The Company has cordial relations with employees and staff. There are no industry relation problems during the year and company does not anticipate any material problems on this count in the current year.

#### **CORPORATE GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to value aimed at enhancing an organization's brand and reputation. This is ensured by ethical business decisions and conduction business with a firm commitment to value, while meeting stakeholders' expectations. At Network, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

In terms of the listing agreement with Stock Exchange, we comply with the corporate governance provisions. As a listed company, necessary measures have been taken to comply with the listing agreements with the stock exchange. Several aspects of the Act, such as vigil mechanism and code of conduct, have been incorporated into our policies.

The annexed report on Corporate Governance along with a certificate of compliance from the practicing Company Secretary forms part of this report.

#### **ACKNOWLEDGMENT**

Your Directors acknowledge the support of the shareholders and also wish to place on record their appreciation of employees for their commendable efforts, teamwork and professionalism. The Directors also express their grateful thanks to the Banks, Government Authorities, Customers, Suppliers, Employees and other Business Associates for their continued cooperation and patronage.

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

Sd/-

**ASHOK SAWHNEY**

**Chairman**

**Place : New Delhi**

**Date : 10<sup>th</sup> August 2017**

Sd/-

**AMAN SAWHNEY**

**Manager/Director**

**ANNEXURE 1**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2017**  
**FORM NO MR-3**

Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members,  
M/s. Network Limited  
New Delhi.

1. We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, for the compliance of the applicable Statutory Provisions and the adherence to good corporate practices by M/s. Network Limited (hereinafter called as “the Company”) a company duly incorporated under the provisions of Companies Act, 2013 and bearing CIN L32209DL1989PLC034797. The 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.
2. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the management and according to the examinations carried out by us and explanations furnished and representations made to us 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 31st March, 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.
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Network Limited (hereinafter called as “the Company”) for the financial year commencing from 1st April, 2016 and ended on 31st March, 2017 (“Audit Period”) according to the provisions of:
  - i. The Companies Act, 2013 (the act) and the rules made there under
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings. ***(Provisions not Applicable, as there being no transactions involving foreign exchange).***
  - 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, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. ***(Not Applicable, as the company had not issued any security during the financial year under review).***
    - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. ***(Not Applicable, as the company had not granted any options to its employees during the financial year under review).***
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ***(Not Applicable, as there being no debt securities, which are listed on any of the recognized Stock Exchanges).***
    - f. 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; ***(Not Applicable, as the company is not registered as Registrars to an Issue and Share Transfer Agent during the financial year under review).***
    - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(not applicable, as there being no instances of delisting of Equity Shares during the financial year under review).***
    - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; ***(not applicable, as there being no instances of buy-back of shares during the financial year under review).***

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

- i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

- i. 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.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.
- iii. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- iv. During the period under review the Company has reduced its share capital by reducing paid up face value of each Equity Share of Rs.10 per share to Rs. 2 per share and the total paid up Share Capital of the Company is reduced from Rs. 49,14,84,980 divided into 4,91,48,498 Equity Shares of Rs.10 each, fully paid-up, to Rs. 9,82,96,996 divided into 4,91,48,498 Equity Shares of Rs. 2 each, fully paid-up. The company has obtained the necessary approvals from the Nation Company Law tribunal, New Delhi, BSE Limited Shareholders and other requisite authorities.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For AM & Associates  
Company Secretaries

Sd/-  
**Anchal Mittal**  
Proprietor

Memb No: - F-7161  
C P No: 7825

Place : New Delhi  
Date : 10.08.2017

**ANNEXURE 2**  
**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	L32209DL1989PLC034797
2.	Registration Date	25/01/1989
3.	Name of the Company	NETWORK LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	W-39, Okhla Industrial Area, Phase-II, New Delhi -110020 (B) + 91-11-2638 9611 (W) <a href="http://www.networklimited.net">www.networklimited.net</a> (E) <a href="mailto:network.limited@gmail.com">network.limited@gmail.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignments Limited 1E/13 Jhandewalan Extension, New Delhi - 110055, (B) + 91-11-4254 1234 (D) + 91-11-4254 1955 (W) <a href="http://www.alankit.com">www.alankit.com</a>   (E) <a href="mailto:ramap@alankit.com">ramap@alankit.com</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			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Dealing in Securities	6499	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
N.A	N.A	N.A	N.A	N.A

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

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	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	24290583	741600	25032183	50.93	24290583	741600	25032183	50.93	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Body Corporates	4717400	0	4717400	9.60	4717400	0	4717400	9.60	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>29007983</b>	<b>741600</b>	<b>29749583</b>	<b>60.53</b>	<b>29007983</b>	<b>741600</b>	<b>29749583</b>	<b>60.53</b>	<b>0.00</b>



<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	800	800	0	0	800	800	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	7500	7500	0.02	0	7500	7500	0.02	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>8300</b>	<b>8300</b>	<b>0.02</b>	<b>0</b>	<b>8300</b>	<b>8300</b>	<b>0.02</b>	<b>0</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	14631035	16400	14647435	29.80	14584025	16400	14600425	29.70	-0.10
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1672982	0	1672982	3.40	1460595	519103	1979698	4.03	0.63
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3054803	0	3054803	6.22	2794997	0	2794997	5.69	-0.53
c) Others (specify)									
Non Resident Indians	15395	0	15395	0.03	15495	0	15495	0.03	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>19374215</b>	<b>16400</b>	<b>19390615</b>	<b>39.45</b>	<b>18855112</b>	<b>535503</b>	<b>19390615</b>	<b>39.45</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>19374215</b>	<b>24700</b>	<b>19398915</b>	<b>39.47</b>	<b>18855112</b>	<b>543803</b>	<b>19398915</b>	<b>39.47</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>48382198</b>	<b>766300</b>	<b>49148498</b>	<b>100.00</b>	<b>47863095</b>	<b>1285403</b>	<b>49148498</b>	<b>100.00</b>	<b>0</b>

#### B) Shareholding of Promoter

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	Mr. Gian Vijeshwar	3687400	7.50%	0	3687400	7.50%	0	Nil
2	Mrs. Kusum Vijeshwar	3687400	7.50%	0	3687400	7.50%	0	Nil
3	Mr. Monny Vijeshwar	3666800	7.46%	0	3666800	7.46%	0	Nil
4	Mr. Robin Vijeshwar	4058200	8.26%	0	4058200	8.26%	0	Nil
5	Mr. Gian Vijeshwar & Mr. Monny Vijeshwar	319712	0.65%	0	319712	0.65%	0	Nil
6	Mrs. Kusum Vijeshwar & Mr. Robin Vijeshwar	257088	0.52%	0	257088	0.52%	0	Nil

7	Mr. Pankaj Shrimali	2678000	5.45%	0	2678000	5.45%	0	Nil
8	Mrs. Madhuri Shrimali	3337200	6.79%	0	3337200	6.79%	0	Nil
9	Mr. Pankaj Shrimali & Mrs. Madhuri Shrimali	2224800	4.53%	0	2224800	4.53%	0	Nil
10	Mr. Vinod Suneja	370800	0.75%	0	370800	0.75%	0	Nil
11	Mr. Naveen Suneja	370800	0.75%	0	370800	0.75%	0	Nil
12	Mr. Hitesh Suneja	370800	0.75%	0	370800	0.75%	0	Nil
13	Mr. Praful Kumar	1007	0.00%	0	1007	0.00%	0	Nil
14	Mr Vijay Kumar Sharma	2176	0.00%	0	2176	0.00%	0	Nil
15	Appu Ghar Entertainment Pvt. Ltd	4717400	9.60%	0	4717400	9.60%	0	Nil

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

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	<b>AAS Research &amp; Solutions Private Limited</b>				
	At the beginning of the year	4243600	8.634	<b>4243600</b>	<b>8.634</b>
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	4243600	8.634	<b>4243600</b>	<b>8.634</b>
2	<b>Uninet Strategic Advisory Limited</b>				
	At the beginning of the year	4116174	8.375	<b>4116174</b>	<b>8.375</b>
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	4116174	8.375	<b>4116174</b>	<b>8.375</b>
3	<b>San Share Shoppe Private Limited</b>				
	At the beginning of the year	3709000	7.547	<b>3709000</b>	<b>7.547</b>
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	3709000	7.547	<b>3709000</b>	<b>7.547</b>