

ANNUAL REPORT

F.Y. 2015-2016

NISHTHA FINANCE AND INVESTMENT (INDIA) LIMITED

DATE : 28TH SEPTEMBER, 2016

TIME : 12:00 P.M.

**PLACE : HOTEL MAJESTIC,
D-52, EAST OF KAILASH,
NEW DELHI-110065.**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Lavekush Gadiya
Whole Time Director & CFO
DIN: 02026986

Mrs. Snehlata Gadiya
Non Executive Director
DIN: 02027009

Mr. Ramkaran Hirvey
Independent Director
DIN: 02967149

Mr. Kanhaiyalal
Independent Director
DIN: 06999959

Mr. Sandeep Jaiswal
Independent Director
DIN: 06588509

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Palanpuri Hemant Ashokbhai

BANKER OF THE COMPANY

Axis bank
Mohan Co-Operative Industrial Area,
New Delhi

REGISTERED OFFICE

45 A, First Floor, Main Road, Hasanpur, I.P Extension,
New Delhi -110092
Tel No. +91-011-42610242

CORPORATE OFFICE

Unit No.2, Second Floor, Narnarayan Complex, Near
Swastik Char Rasta, C.G Road, Ahmedabad 380009

CORPORATE IDENTIFICATION NUMBER

L65100DL1983PLC016946

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I,
New Delhi Pin Code 110 020, INDIA

LISTED AT

BSE LIMITED

INTERNAL AUDITORS

M/S Piyush Maheshwari & Associates
Chartered Accountant

AUDITORS

M/s. Jain & Gangrade
Chartered Accountants
202, Gokul Apartment,
9/3, Snehlata Ganj,
Indore – 452001

EMAIL ID & WEBSITE

Email Id: - nishtha.finvest@gmail.com

Website: www.nfandiltd.com

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NISHTHA FINANCE AND INVESTMENT (INDIA) LIMITED

R.O.: 45 A, First Floor, Main Road, Hasanpur, I.P Extension, New Delhi -110092

Email Id: nishtha.finvest@gmail.com, Website: www.nfandilttd.com, Tel. No. +91-011-42610242

CIN: L65100DL1983PLC016946

NOTICE OF THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of the Company for the financial year ended on 31st March, 2016 will be held on Wednesday, 28th Day of September, 2016 at 12:00 P.M. at Hotel Majestic, D-52, East of Kailash. New Delhi- 110065 to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO.1- To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2016, including audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO.2- To appoint a director in place of Mr. Lavekush Gadiya (DIN: 02026986) who retires by rotation and being eligible to offer himself for re-appointment.

ITEM NO.3- To appoint auditors and fix their remuneration 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Sudhir S Shah and Co., Chartered Accountants (Firm Registration No. 124580W) as the Statutory Auditors of the Company w.e.f. September, 02nd, 2016 in the casual vacancy caused consequent to the resignation of M/s Jain & Gangrade, Chartered Accountants, Indore (Firm's Registration No. 008792C), be and is hereby approved and that they shall hold the said office till the conclusion of Thirty Eighth Annual General Meeting (Subject to the ratification in every AGM).

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Sudhir S Shah and Co., Chartered Accountants (Firm Registration No. 124580W) be and are hereby appointed as the Statutory Auditors of the Company and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of Thirty Eighth Annual General Meeting, on such remuneration as may be determined by the "Audit Committee."

SPECIAL BUSINESSES:**ITEM NO. 4 - ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable rules made thereunder, the Articles of Association of the Company be and are hereby altered/amended/ deleted as the case may be in the following manner:

- i. Proviso of Existing Article No. 2 (z) (dd) be and is hereby amended as follows:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity

RESOLVED FURTHER THAT, altered copy of Articles of Association of the Company as placed before the meeting be approved and recommended to the Assembly of member for their re-adoption;

RESOLVED FURTHER THAT, the Board of the Directors of the Company be and is hereby authorized to sign and file all the forms, documents, returns with appropriate authority as may be required to give effect the aforesaid resolution of the Company."

For Nishtha Finance and Investment (India) Limited

Date: 02.09.2016

Place: Delhi

Lavekush Gadiya

Whole Time Director

DIN: 02026986

270, Shastri Market, Indore 452007 M.P

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 HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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 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.
2. Corporate members are requested to send their authorised representatives to attend the Meeting are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd day of September 2016 to Wednesday, 28th day of September 2016 (both days inclusive).
5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
6. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to write their folio number/DP ID, Client ID in the attendance slip for attending the meeting.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 09.00 AM. on Sunday, 25th September, 2016 and will end at 5.00 p.m. on Tuesday, 27th September, 2016. The Company has appointed Mr. Yashlok Dubey, Practicing Company Secretary, having Membership No. 39066 to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given note no. 14.
12. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting also such documents are available at the meeting.

14. In terms of Section 108 of the Companies Act, 2013 Read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility. Company is pleased to offer its members E-Voting facility for the Annual General Meeting.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 09:00 a.m. on Sunday, 25th September, 2016 and ends on 05:00 p.m. on Tuesday, 27th September 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2016, 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.
- (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 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 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 the Dividend Bank details field 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 of Nishtha Finance and Investment (India) 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 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 & 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.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

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.

**Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting
(In pursuance of Regulation 36 of SEBI Listing Regulations)**

Name of Director	Mr. Lavekush Gadiya
Date of Birth	02.02.1968
Age (Years)	48
Date of Appointment	05.11.2013
Qualification & Expertisenes	He is Graduate by qualification and having rich experience of Administration and Management
Relations with Other Director (Inter-Se)	He is husband of Mrs. Snehlata Gadiya, Director of the Company.
Directorship held in Other Companies as on date	Eagle Commodities and Derivatives Private Limited, Balaji Drilling & Construction Private Limited, Nirnay Commodities & Derivatives Private Limited, Aroleen Softech & Engineering Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	He is member of Audit, Investor Grievance and Nomination and Remuneration Committee
Committee Positions* in other Public Companies	Nil
Number of Shares held	200,000

* Committee positions of only Audit and Shareholders'/Investors' Grievance Committee and Nomination and remuneration included.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Consequent to the casual vacancy caused by the resignation of M/s Jain & Gangrade, Chartered Accountants, Indore (Firm's Registration No. 008792C), the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Sudhir S. Shah and Co., Chartered Accountants (Firm Registration No. 124580W) as the Statutory Auditors of the Company with effect from September 02nd, 2016, to fill the said casual vacancy so caused.

In terms of Section 139(8) of the Companies Act, 2013, (Act) any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor has to be approved by the members at a general meeting within three months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting. Considering the coinciding of the general meeting and the Annual General Meeting, the Board of Directors proposes the appointment of M/s. Sudhir S. Shah and Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of 38th Annual General Meeting, subject to the approval of members.

As per the Companies Act, 2013, M/s Sudhir S. Shah and Co., Chartered Accountants, have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act that they are not disqualified to be appointed as the Statutory Auditors in terms of the proviso to Section 139(1), 141(2) and 141(3) of the Act. The Directors recommend the passing of the resolution as an Ordinary Resolution as proposed under Item No. 3 of the Notice for the ratification and appointment of M/s. Sudhir S. Shah and Co., Chartered Accountants, as the Statutory Auditors until the conclusion of 38th AGM.

None of the other Directors/ key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item No. 3 of the Notice.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO. 4

The Management of Company has noticed that existing Articles of Associates which was adopted by the Company in 31st Annual General Meeting on 29th September 2014 has some typographical error. "Article No. 2(z)(dd) of existing Articles of Association" of the Company the name of the promoters are inadvertently written as Mr. Rajiv Aggarwal and Mr. Amit Aggarwal which was typing error. The Board of Directors on being aware about this has decided to take action to rectify the mistake in abovementioned Article and remove the line.

The altered articles after making required correction is place for the approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board recommends the Special Resolution set out in Item no. 4 of the Notice regarding alteration in Articles of Association of Company, for approval by the Members.

For Nishtha Finance and Investment (India) Limited

Date: 02.09.2016
Place: Delhi

Lavekush Gadiya
Whole Time Director
DIN: 02026986
270, Shastri Market, Indore 452007 M.P

BOARD OF DIRECTORS' REPORT

Dear Stakeholders,

Your Directors are pleased to present herewith their Report on the business and Operation of the Company together with the Audited financials for the year ended on 31st March, 2016. The report of the Director is as follows:

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
Revenue from Operations	343.30	352.84
Other Income	0.00	0.00
Total Income	343.30	352.4
Finance Cost	0.27	0.08
Depreciation	0.00	0.84
Other Expenditure	342.59	336.64
Profit/(Loss) before tax	0.43	15.28
Tax Expenses	0.11	3.00
Net Profit/(Loss)	0.32	12.28
Paid Up Share Capital	770.00	770.00

REVIEW OF OPERATIONS

During the year under review, your Company has earned revenue from operations amounting to Rs. 343.30 lakh as compared to Rs. 352.84 in the previous financial year and registered the net profit after tax for the financial year 2015-16 is Rs. 0.32 Lakh as compared to Rs. 12.28 Lakh in the previous financial year.

DIVIDEND

Since the Company could not generate any profits, your directors do not propose any dividend for the year under review.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF REPORT

There are no material change and commitment, affecting the financial position of Company which has occurred between the end of financial year of the Company to which the financial statements relate and the date of this report other than those disclosed in the Annual report

CHANGE IN NATURE OF BUSINESS

During the period under review, the Company has not changes its nature of business.

SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 110,000,000 (Rupees Eleven Crores only) divided into 11,000,000 (One Crore Ten Lacs) Equity shares of Rs. 10 each. The issued, subscribed and paid up capital of the Company is Rs 77,000,000 (Rupees Seven Crore Seventy Lacs) divided into 7,700,000 (Seventy Seven Lacs) equity shares of Rs 10 each.

There has been no change in the share capital of the Company during the year.

TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:
in Rs.

Amount

Opening balance	605,823	(622,091)
Add: Profit / (Loss) for the year	32,212	1,227,914
Amount transferred from :		
General reserve	-	-
Other reserves	-	-
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity & preference shareholders	-	-
Tax on dividend	-	-
Transferred to:	-	-
General reserve	-	-
Capital redemption reserve	-	-
Debenture redemption reserve	-	-
Other reserves	-	-
Closing balance	638,035	605,823
TOTAL	638,035	605,823

AUDITORS

M/s. Jain & Gangrade, Chartered Accountants, Indore (Firm's Registration No. 008792C), submitted their resignation as Statutory Auditors of the Company in August 2016. To fill the casual vacancy, the Board at its meeting held on Friday 02nd September, 2016 approved the appointment of M/s. Sudhir S Shah and Co., Chartered Accountants (Firm Registration No. 124580W) as Statutory Auditors, subject to the approval of shareholders at the ensuing Annual General Meeting.

M/s. Sudhir S. Shah and Co., Chartered Accountants (Firm Registration No. 124580W) has confirmed their eligibility and willingness to act as Statutory Auditors, if appointed, and the necessary certificate pursuant to Section 139(1) of the Companies Act, 2013 and rules made thereunder has been received from them. Pursuant to Section 139(8) of the Companies Act, 2013, M/s. Sudhir S. Shah and Co., Chartered Accountants (Firm Registration No. 124580W) shall hold office till the conclusion of 38th Annual General Meeting.

In terms of the provisions of the Companies Act, 2013, (Act) any appointment of the Statutory Auditors in the casual vacancy arising as a result of resignation of an auditor, has to be approved by the Company at a general meeting within 3 months from the date of recommendation of the Board of Directors of the Company and the said office shall be held till the conclusion of the next Annual General Meeting. Considering the coinciding of the General Meeting and the Annual General Meeting, the Board of Directors proposes/recommends the appointment of M/s. Sudhir S Shah and Co., Chartered Accountants (Firm Registration No. 124580W), as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of Thirty Eighth Annual General Meeting, subject to the approval of the members.

Auditors Report in respect of the Financial Statement for the current Financial Year given by M/s Jain & Gangrade, Chartered Accountants, Indore (Firm's Registration No. 008792C) is self-Explanatory and the Statutory Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL AUDITOR

During the year under review, Internal Audit of the Company has been carried out by M/s Piyush Maheshwari & Associates, Chartered Accountants, Indore and M/s Piyush Maheshwari & Associates, Chartered Accountants, Indore has been re-appointed as an Internal Auditor for financial year 2016-17.

AUDITOR'S REPORT

The Auditor's Report dated 30.05.2016 on the financials statements of the company for the financial year 2015-16 does not have any reservation, qualification or adverse remarks.

SECRETARIAL AUDITOR

The Board has appointed Mr. Amit Kumar, Company Secretary, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2015-16. The Secretarial Audit Report for the financial year ended 31st March, 2016 is annexed herewith and marked as **Annexure I** to this Report.

Qualification of Auditors

1. Company has filed Annual filing e-form AOC-4 and MGT-7 to the Registrar of Companies for the financial year 2014-15
2. Company has not complied the provisions of Regulations 7(3) and 13(3) of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 for March quarter during the F.Y 2015-16.

MANAGEMENT REPLY

1. Due to oversightness of secretarial department, Company has not filed Annual filing E-form and compliance required under regulations 7(3) and 13(3) of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 for March quarter. However Management of the Company assures to comply the same as soon as possible

DIRECTORATE

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association, Mr. Lavekush Gadiya (DIN: 02026986), Director of the Company, retires by rotation and shown his willingness for Re-appointment.

Brief profile of retiring director is given in the Notice of Annual General Meeting.

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Lavekush Gadiya was appointed as a Chief Financial Officer of the company in the board meeting held on 3rd of September 2014 and he is continuing as a Chief

Financial Officer of the company. Mr. Palanpuri Hemant Ashokbhai was appointed as a Company Secretary of the company in the Board Meeting held on 30th May 2016.

(Mr. Aditya Dwivedi had resigned from the post of Company Secretary as on 01st September, 2015 further Mr. Palanpuri Hemant Ashokbhai was appointed in the board meeting held on 30th May, 2016).

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to the provisions of the Companies Act, 2013. The performance of the Board was evaluated by the Board on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discussed meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent director, performance of the Board as a whole and performance of Chairman was evaluated.

NOMINATION & REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as required under Section 178 of the Companies Act, 2013. The Nomination & Remuneration Policy of the Company is annexed herewith and marked as **Annexure II** to this Report.

RISK MANAGEMENT

The Company has a Risk Management Policy that defines the policies, lays out the strategies and methodology to decide on the risk taking ability of the organization.

The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial or political. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters reviews the same on a periodic basis and takes appropriate corrective action when necessary.

EFFICIENT INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. All the transactions are properly authorized, recorded and reported to the management. The Company is following applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The detailed process of review not only ensures reliability of control systems and legal compliances with applicable legislation, defined policies and processes but also reviews efficiency of systems and ensures safeguarding of tangible and intangible assets.

CORPORATE GOVERNANCE REPORT

In pursuance of Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall be applicable those companies having paid up equity share capital exceeding Rs.10 crore or Net Worth exceeding Rs. 25 crore, as on the last day of the previous financial year. The paid up share capital and net worth of your company do not come under the purview of applicability of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Therefore separate report of corporate governance is not attached herewith.

In spite of above said SEBI circular, Your Company adopts best practices for corporate governance, disclosure standard and enhanced shareholder value while protecting the interest of all other stakeholders including clients, its employee. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your directors believe that Company profitability must go hand in hand with a sense of responsibility towards all stakeholders, employee and communities.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2016 and state that:

- in the preparation of the annual accounts for the financial year ended on 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;