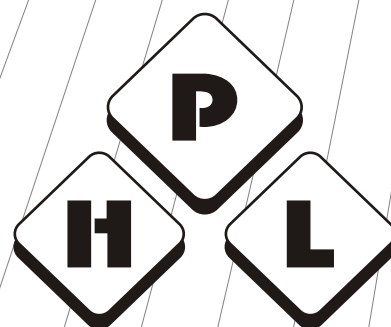


**The Thirty Third
Annual Report
2017**

20

17



PAWANSUT HOLDINGS LIMITED

CONTENT

| | |
|-------------------------------------------------|----|
| ❖ CORPORATE INFORMATION | 1 |
| ❖ CHAIRMAN'S MESSAGE | 2 |
| ❖ DIRECTOR'S PROFILE | 3 |
| ❖ BOARD'S REPORT | 4 |
| ❖ MANAGEMENT DISCUSSION & ANALYSIS REPORT | 14 |
| ❖ REPORT ON CORPORATE GOVERNANCE | 16 |
| ❖ AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE | 23 |
| ❖ AUDITOR'S REPORT | 24 |
| ❖ INDEPENDENT AUDITOR'S REPORT | 25 |
| ❖ BALANCE SHEET | 28 |
| ❖ STATEMENT OF PROFIT & LOSS | 29 |
| ❖ CASH FLOW STATEMENT | 30 |
| ❖ NOTES TO FINANCIAL STATEMENTS | 31 |

**BOARD OF DIRECTORS**

Mr. Laxman Singh Satyapal, Chairman & Managing Director
 Mr. Pradeep Kumar Jindal, Executive Director
 Mr. Pawan Kumar Poddar, Independent Director
 Ms. Seema Khandelwal, Independent Director
 Mr. Rahul, Independent Director

**REGISTERED OFFICE
&
CORPORATE OFFICE**

415, Usha Kiran Building, Commercial Complex
 Azadpur, Delhi- 110 033

COMPANY SECRETARY

Ms. Shweta Gupta

CHIEF FINANCIAL OFFICER

Mr. Ajay Kumar Jindal

WEBSITE AND E-MAIL

www.pawansutholdings.com
pawansutholdingsltd@gmail.com

BANKERS

Andhra Bank

STATUTORY AUDITORS

M/s M. M. Goyal & Co. , Chartered Accountants
 Address:- 208, Allied House, 2nd Floor, Shahzada Bagh,
 2, Old Rohtak Road, Inder Lok, Delhi- 110 035

**REGISTRAR
&
TRANSFER AGENT**

Beetal Financial & Computer Services (P) Limited
 Address : Beetal House, 3rd Floor, 99 Madangir Behind Local Shopping Centre
 near Dada Harsukhdas Mandir, New Delhi- 110 062

LISTING

Bombay Stock Exchange

CHAIRMAN'S MESSAGE



DEAR SHAREHOLDERS,

It gives me great pleasure to present to you, your Company's Annual Report for FY17, share with you your Company's progress thus far, and thoughts for the future.

FY 17 has been a year of structural policy changes and financial reforms. Even though these reforms and changes were perceived as hurdles by some sections, India has managed to overcome them with optimism. The country is also moving towards complete technological inclusion. This demands an environment in which the transition to digital initiatives empowers our customers to be future ready, which, at PHL, has been the prime focus in 2016-17.

Clearly the most significant event of the year was the government's decision to demonetise 86% of the high-value currency in circulation in one stroke. This government has implemented many significant reforms, but demonetisation has to be counted as the boldest decision this government has taken.

Demonetisation may be remembered for a few years, but GST will be remembered for ever. Millions of un-organised business people will register themselves for GST and start paying their taxes for the first time, as not doing so will make them uncompetitive as they won't get input credit. For the first time, we will become one nation economically it was sometimes easier to import instead of buying from another state of India! When the bill was passed in the Rajya Sabha in August 2016, GST will unify India economically. It's that big a moment". That sums up GST's significance for generations.

The smartest decision by this government has to be accepting Aadhaar as the platform for a new India, even if it was initiated by the previous government. The Aadhaar platform has not only made a digital India possible through e-kyc, e-signature, and e-payments, but has also helped reduce ghost beneficiaries who were sucking and siphoning what was meant for the poor. I hope the judiciary sees the merit of making Aadhaar mandatory for availing all government benefits to avoid such siphoning, of course with a lead notice period for the citizens to sign up.

We believe the future is about being smarter and innovative. The world is transforming at a rapid pace with extraordinary innovations designed to make things easier and life simpler. Everybody expects to stay connected - families, friends, organizations, employees, customers, etc. Social communities are beginning to evolve digitally and are slowly replacing traditional modes of contact. As we talk more with our customers, it is evident that customers' behavioural patterns are changing. We have a mix of customers who want to do things by themselves and others who prefer personalized interactions.

PHL operates in a dynamic and competitive environment. Competing in this environment requires a commitment to customer service excellence and innovation, areas where we continuously strive to improve.

PERFORMANCE OF COMPANY

I inform you that despite the mid-year temporary slowdown in demand due to demonetization, we have managed to perform well in FY 17. Your company earned a Revenue of Rs. 18,553,137 during 2016-17 as compared to Rs. 17,515,184 over previous year. The Company has posted a record profit after tax of Rs. 183,108/- as against Rs. 90,178/- over the previous year.

FUTURE PERSPECTIVE

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements written and oral that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

I would like to thank all our stakeholders for their continued faith & support. PHL continues to focus on empowering customers to be future ready through innovation and building bridges that make business easy and pro-table for all stakeholders.

I thank you for your attention.

Regards,

Sd/-

(Laxman Singh Satyapal)

Chairman & Managing Director

DIN: 00007258



Board of Directors

MR. LAXMAN SINGH SATYAPAL

MANAGING DIRECTOR

Mr. Laxman Singh Satyapal is the Managing Director of the Company. His expertise lies in managing operations in a large business environment, formulating business strategies and identifying new markets. He is having Sound Finance and Accounting Knowledge. He has been associated with the company since 1990 and has more than 24 years' experience in corporate law, taxation, finance and investment.

MR. PRADEEP KUMAR JINDAL

DIRECTOR

Mr. Pradeep Kumar Jindal is Masters in Business Administration (MBA) and graduate in commerce. He is an Executive Director on the Board of our Company. His role includes guiding the current businesses and building new ones in the financial services space. He is also actively associated with a number of social and charitable organizations. He has over 26 years of varied rich experience and had also practiced as Income Tax Practitioner for over 8 years. He is also a member of Audit Committee.

MR. RAHUL

DIRECTOR

Mr. Rahul is an Independent Director of the company. He is having experience in public relations and liasoning. He is also the member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee

MR. PAWAN KUMAR PODDAR

DIRECTOR

Mr. Pawan Kumar Poddar is an Independent Director of the company. He is recognized for excellent people management and team building abilities besides infusing the spirit of action and a result oriented work culture. He is also a Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

MS. SEEMA KHANDELWAL

DIRECTOR

Ms. Seema Khandelwal is an Independent Director of the company. She is Bachelor in Commerce and hold vast experience and expertise in the field of finance. She is also a member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

MS. SHWETA GUPTA

COMPANY SECRETARY

Ms. Shweta Gupta heads the legal, compliance and Company Secretarial function of the Company. She is a member of The Institute of Company Secretary of India. Her expertise lies in secretarial function & holds great managerial skills.

MR. AJAY KUMAR JINDAL

CHIEF FINANCIAL OFFICER

Mr. Ajay Kumar Jindal is the Chief Financial Officer of the Company having expertise in financial aspects.

BOARD'S REPORT

To

The Shareholders,

DEAR MEMBERS,

Your Directors are pleased to present the Thirty- Third Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2017.

PERFORMANCE HIGHLIGHTS

The highlights of performance of the Company for the financial year 2016-17 were as under with comparative position of previous year's performance:-

| PARTICULARS | 2016-2017 | 2015-2016 |
|-------------------------------------------|-------------|-------------|
| Operating Income | 1,85,53,137 | 1,75,15,184 |
| Other Income | - | - |
| Total Income | 1,85,53,137 | 1,75,15,184 |
| Less: Total Expenses | 1,78,05,973 | 1,70,16,840 |
| Profit/(loss) before Depreciation & Taxes | 7,47,164 | 4,98,344 |
| Less: Depreciation | 4,02,870 | 2,29,352 |
| Less: Current tax | 63,694 | 1,50,000 |
| Less: Deferred Tax | 97,492 | 28,813 |
| Profit/(Loss) for the year | 1,83,108 | 90,179 |

PERFORMANCE REVIEW

The year 2016-17 was a year with excellent financial results as far as your Company is concerned. The Gross Income for this period was Rs. 1,85,53,137 as against Rs. 1,75,15,184 in the year 2015-16. The Total Expenditure for the period was Rs. 1,82,08,843. The Company had posted a record profit after tax of Rs. 1,83,108 as against Rs. 90,179 over the previous year.

DIVIDEND

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

RESERVES

The Company has transferred Rs. 40,230/- to the special reserve u/s 45-IC of RBI Act 1934.

CHANGES IN SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2017 stood at Rs. 11.31 Crore. During the year under review, the Company has not issued Shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at March 31, 2017 in the prescribed form MGT 9, forms part of this report and is annexed as "Annexure - A".

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met Eight (8) times in the year 2016-2017. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. www.pawansutholdings.com. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

EXPLANATION OF AUDITOR'S REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO-INFORMATION AS PER SECTION 134(3) (m) OF THE COMPANIES ACT, 2013

The requirements of disclosure with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the Company since it doesn't own any manufacturing facility.

However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety.

SUBSIDIARIES

Your Company does not have any subsidiary / subsidiaries within the meaning of the Companies Act, 2013.

POLICIES OF THE COMPANY

Your Company has posted the following documents on its website www.pawansutholdings.com:

1. Code of Conduct
2. Whistle Blower Policy/ Vigil Mechanism Policy

3. Fair Practice Code as per RBI Norms.
4. Policy on criteria for determining materiality of events.
5. Preservation of Documents and Archival Policy.
6. Familiarisation Programmes for Independent Directors.
7. Enterprise Risk Management Policy.
8. Related Party Transaction Policy
9. Board Diversity.

RISK MANAGEMENT POLICY

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

In accordance with the requirements of the Companies Act, 2013 and Regulation 17(9) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Company has adopted risk management policy, approved by Board of Directors and established a risk management framework to identify, mitigate and control the risk and threatens of risk.

REMUNERATION AND NOMINATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained in the Corporate Governance Report.

DIRECTORS

The current composition of the Board of Directors of your Company is as under:-

| Sl. No. | Name of Director | Designation | Date of Appointment |
|---------|---------------------------|------------------------------|---------------------|
| 1. | Mr. Laxman Singh Satyapal | Chairman & Managing Director | 18/12/2000 |
| 2. | Mr. Pradeep Kumar Jindal | Executive Director | 30/08/2006 |
| 3. | Mr. Rahul | Independent Director | 13/11/2015 |
| 4. | Mr. Pawan Kumar Podkar | Independent Director | 20/03/2011 |
| 5. | Ms. Seema Khandelwal | Independent Director | 29/05/2014 |

A) KEY MANAGERIAL PERSONNEL

The Board appointed the below mentioned persons as the key managerial personnel of the Company under section 203 of the Companies act, 2013 are as follows

| Sl. No. | Name of the Person | Designation |
|---------|---------------------------|------------------------|
| 1. | Mr. Laxman Singh Satyapal | Managing Director |
| 2. | Ms. Shweta Gupta | Company Secretary |
| 3. | Mr. Ajay Kumar Jindal | Chief Financial Office |

B) RESIGNATION AND APPOINTMENT OF CHIEF FINANCIAL OFFICER

Mr. Vinit Kumar Sharma resigned as Chief Financial Officer of the Company with effect from June 30, 2016. The Board has placed on record his sincere appreciation and gratitude for contributions made by him during his tenure as

Chief Financial Officer.

Further, Mr. Ajay Kumar Jindal appointed as a Chief Financial Officer & Key Managerial Personnel of the Company with effect from 13th February, 2017, at the monthly remuneration of Rs. 20,000/- Per Month.

C) RETIREMENT BY ROTATION

In accordance with the provisions of section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Pradeep Kumar Jindal (DIN 00049715) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

D) DECLARATION BY AN INDEPENDENT DIRECTOR(S)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 is no order passed by any regulator or court or tribunal against the Company, impacting the going concern concept or future operations of the Company.

INTERNAL CONTROL SYSTEMS

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Company's internal control systems are conducted by Ms. Veena, Internal Auditor. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides bench marking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

PUBLIC DEPOSITS

The Company being a Non-Banking Finance Company has not accepted any deposits from the public during the year under review and shall not accept any deposits from the public without obtaining prior approval of the RBI.

AUDITORS

M/s. M. M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), were appointed as Statutory Auditors of your Company at the Thirty-Second Annual General Meeting (AGM) held on September 30, 2016 from the conclusion of the said AGM till conclusion of Thirty- Seventh Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is required to be ratified by members at every Annual General Meeting. Accordingly, the appointment of M/s. M. M. Goyal & Co., Chartered Accountants, as Statutory Auditor of the Company is placed for ratification by the shareholders.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, M/s. KPG & Associates, Company Secretary Firm, has

been appointed to conduct a Secretarial Audit of the Company's Secretarial and related records for the year ended 31 March, 2017. The Practicing Company Secretary has submitted his Report on the secretarial audit conducted by him, which is annexed to this Board's Report.

The Secretarial Auditor's Report does not contain any qualification, reservation or adverse remark.

PERFORMANCE EVALUATION OF THE DIRECTORS ETC.

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board Evaluation Framework. The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board. The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and his / her effectiveness;

The evaluation was carried out by means of the replies given / observations made by all the Independent Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company viz. www.pawansutholdings.com.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

CORPORATE GOVERNANCE

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section titled Report on Corporate Governance has been included in this Annual Report. Your Directors are pleased to report that as on March 31, 2017 your Company is fully compliant with the SEBI Guidelines on Corporate Governance.

CORPORATE GOVERNANCE CERTIFICATE

The Compliance Certificate from the Auditors or Practicing Company Secretaries regarding compliance of conditions of corporate governance as stipulated in Regulation 34(3) and Schedule V (c) and (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the report.

RBI NORMS AND ACCOUNTING STANDARDS

To comply with RBI directions, your company closed its accounts for the full year ending March 2017, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.

RBI GUIDELINES

Your Company is complying with all the guidelines of the Reserve Bank of India for Non Banking Finance Company. In terms of Para 13 of the NBFC Regulations, the particulars as applicable to the Company are appended to the Balance Sheet.

NON-BANKING FINANCIAL COMPANIES AUDITORS' REPORT (RESERVE BANK) DIRECTIONS, 1998

Pursuant to the Non Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 1998, a report from the statutory auditors to the Board of Directors, has been received by the Company.

EMPLOYEE REMUNERATION

- (A). The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

are forming part of this report and is annexed as "Annexure - B" to this Report.

- (B). The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.
- (C) There are no employees employed throughout the financial year and in receipt of remuneration of Rs. 60 lacs or more, or employed for part of the year and in receipt of Rs. 5 lacs or more a month, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules thereunder, the Company did not receive any complaint of sexual harassment during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is provided in a separate section and forms an integral part of this Report.

BUSINESS RESPONSIBILITY STATEMENT

SEBI, vide its Circular CIR/CFD/DIL/8/2012 dated August 13, 2012, mandated the top 100 listed entities, based on market capitalization at BSE and NSE, to include Business Responsibility Report (BRR) as part of the Annual Report describing the initiatives taken by the companies from Environmental, Social and Governance perspective. Accordingly, this circular is not applicable to our company.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- i) that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the directors had 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 the profit of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;
- v) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL

Internal control framework including clear delegation of authority and standard operating procedures are available across all businesses and functions. These are



reviewed periodically at all levels. The Company's Internal Audit is conducted by Ms. Veena, Internal Auditor of the Company. The Internal Auditor independently evaluates the adequacy of internal controls and reviews major transactions. The Internal Auditor report directly to the Audit Committee to ensure complete independence.

Place: Delhi
Date: 01.09.2017

APPRECIATION

Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.:

**For and on behalf of the Board of Directors
For Pawansut Holdings Limited**

Sd/-
(Laxman Singh Satyapal)
Chairman & Managing Director
DIN : 00007258

ANNEXURE "A"

33RD ANNUAL REPORT 2016-17

| 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:

| | | |
|-----|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i | CIN | L65929DL1984PLC019506 |
| ii | Registration Date | 06-12-1984 |
| iii | Name of the Company | PAWANSUT HOLDINGS LIMITED |
| iv | Category/Sub-category of the Company | Public Company, Limited by Shares (Registered with RBI as a Non Banking Financial Company) |
| v | Address of the Registered office & contact details | 415, Usha Kiran Building, Commercial Complex, Azadpur, Delhi- 110033 Contact- 011- 27676399 |
| vi | Whether listed company | YES |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Beetal Financial & Computers Services Pvt Ltd Address : Beetal House, 3rd Floor, 99, Madangiri, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, Delhi- 110 062 Contact: 91-11-29961281/83 |

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

| SL No | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|-----------------------------------------------------------------------------------------------|----------------------------------|------------------------------------|
| 1 | The Company is engaged in the business of providing different types of loans and Investments. | 65 | 100% |
| 2 | | | |

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| SL No | Name & Address of the Company | CIN/GLN | HOLDING / SUBSIDIARY / ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------|---------|----------------------------------|------------------|--------------------|
| 1 | NONE | | | | |

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

| Category of Shareholders | No. of Shares held at the beginning of the year (1st April 2016) | | | | No. of Shares held at the end of the year (31st March 2017) | | | | % change during the year |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------|---------------|-----------------|-------------------|-------------------------------------------------------------|---------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 4041316 | 0 | 4041316 | 35.72 | 2222709 | 0 | 2222709 | 19.65 | -16.07 |
| b) Central Govt. or State Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bank/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL : (A) (1) | 4041316 | 0 | 4041316 | 35.72 | 2222709 | 0 | 2222709 | 19.65 | -16.07 |
| (2) Foreign | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) NRI- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter (A) (1)+(A) (2) | 4041316 | 0 | 4041316 | 35.72 | 2222709 | 0 | 2222709 | 19.65 | -16.07 |
| B. PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 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. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Fund | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 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 |
| SUB TOTAL : (B) (1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (2) Non Institutions | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | |
| i) Indian | 998495 | 0 | 998495 | 8.825 | 910741 | 0 | 910741 | 8.05 | -0.775 |
| a) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs | 394716 | 6500 | 401216 | 3.54 | 875140 | 6500 | 879640 | 7.77 | 4.23 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 5111342 | 162000 | 5273342 | 46.60 | 5891696 | 162000 | 6053696 | 53.51 | 6.91 |
| c) Others (specify) NRI | 60505 | 0 | 60505 | 0.53 | 301255 | 0 | 301255 | 2.66 | 2.13 |
| Clearing Members | 0 | 0 | 0 | 0 | 17036 | 0 | 17036 | 0.15 | 0.15 |
| HUF | 537031 | 2000 | 539031 | 4.76 | 928839 | 2000 | 928839 | 8.21 | 3.45 |
| Sub-total (B) (2) | 7102089 | 170500 | 7272589 | 64.28 | 8920696 | 170500 | 9091196 | 80.35 | 16.07 |
| Total Public Shareholding (B) (1)+(B) (2) | 7102089 | 170500 | 7272589 | 64.28 | 8920696 | 170500 | 9091196 | 80.35 | 16.07 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 11143405 | 170500 | 11313905 | 100 | 11143405 | 170500 | 11313905 | 100 | 0 |

(ii) SHARE HOLDING OF PROMOTERS

| Sl No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding 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 | LAXMAN SINGH SATYAPAL | 430346 | 3.80 | - | NIL | - | - | -3.80 |
| 2 | MAMTA JINDAL | 418518 | 3.70 | - | 5578 | 0.05 | - | -3.65 |
| 3 | POOJA GARG | 94532 | 0.84 | - | NIL | - | - | -0.84 |
| 4 | MEERA MISHRA | 480789 | 4.25 | - | NIL | - | - | -4.25 |
| 5 | ARCHIT JINDAL | 19146 | 0.17 | - | 542346 | 4.79 | - | 4.62 |
| 6 | AANCHAL JINDAL | 495000 | 4.38 | - | 495000 | 4.38 | - | 0.00 |
| 7 | VINAY GARG | 320000 | 2.83 | - | NIL | - | - | -2.83 |
| 8 | PRADEEP KUMAR JINDAL & SONS HUF | 1059785 | 9.37 | - | 1179785 | 10.43 | - | 1.06 |
| 9 | VINAY KUMAR GARG (HUF) | 200000 | 1.77 | - | NIL | - | - | -1.77 |
| 10 | AJAY KUMAR JINDAL | 523200 | 4.62 | - | NIL | - | - | -4.62 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| S. No. | Name of the Promoter | Shareholding at the beginning of the year | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------|----------------------------------|---------------------------------|
| | | No. of shares | % of total shares of the company | | | | | |
| 1 | ARCHIT JINDAL | | | | | | | |
| | At the beginning of the year | 19146 | 0.169 | | | | | |
| | At the end of the year | 542346 | 4.79% | | | | | |

| S. No. | Name of the Promoter | Shareholding at the beginning of the year | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------|----------------------------------|---------------------------------|
| | | No. of shares | % of total shares of the company | | | | | |
| 2 | AANCHAL JINDAL | | | | | | | |
| | At the beginning of the year | 495000 | 4.375 | | | | | |
| | At the end of the year | 495000 | 4.375 | | | | | |

| S. No. | Name of the Promoter | Shareholding at the beginning of the year | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | Date of Increase / Decrease in Shares | Increase / Decrease in Shares during the year | Cumulative Share during the year | Reason for increasing/ decrease |
|--------|------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------|----------------------------------|---------------------------------|
| | | No. of shares | % of total shares of the company | | | | | |
| 3 | AJAY KUMAR JINDAL | | | | | | | |
| | At the beginning of the year | 523200 | 4.62 | | | | | |
| | At the end of the year | NIL | NIL | | | | | |