

TWENTY FOURTH ANNUAL REPORT  
FINANCIAL YEAR 2015 – 2016

OF

AURUM CAPITAL PROJECTS LIMITED

(formerly Viraj Credit Capital Limited)

|  |   |
|--|---|
| <b><u>Board of Directors</u></b><br><br><b>RITIKA GUPTA</b><br>DIN : 01162997<br>Whole Time Director<br><br><b>RAJIV AGARWAL</b><br>DIN : 01141517<br>Non Executive Director<br><br><b>SANJAY KUMAR BHUTANI</b><br>DIN : 01415528<br>Non Executive Director<br><br><b>BAJRANG BAHADUR PANDEY</b><br>DIN : 05321641<br>Independent and Non Executive Director<br><br><b>PRABHAT GUPTA</b><br>DIN : 01383763<br>Independent and Non Executive Director | <b><u>Board Committees</u></b><br><br>• <b>Audit Committee</b><br>Bajrang Bahadur Pandey (Chairman)<br>Prabhat Gupta (Member)<br>Sanjay Kr. Bhutani (Member)<br><br>• <b>Nomination Committee</b><br>Ritika Gupta (Chairman)<br>Bajrang Bahadur Pandey (Chairman)<br>Prabhat Gupta (Member)<br><br>• <b>Nomination &amp; Remuneration Committee</b><br>Bajrang Bahadur Pandey (Chairman)<br>Prabhat Gupta (Member)<br>Rajiv Agarwal (Member)<br><br>• <b>Company Secretary &amp; Compliance Officer</b><br>CS Bhavya Taneja<br><br>• <b>Chief Executive Officer</b><br>Sudhir Jaiswal<br><br>• <b>Chief Financial Officer</b><br>Geeta Mehrotra |
| <b>Statutory Auditors :</b><br>M/s Rajeev Siddharth & Associates,<br>Chartered Accountants, Lucknow  | <b>Secretarial Auditor :</b><br>M/s Sandeep Bansal & Associate<br>Company Secretary<br>Lucknow  |
| <b>Principal Bankers :</b><br>Bank of Baroda & ICICI Bank Limited  |   |
| <b><u>Registered Office</u></b><br>2 <sup>nd</sup> Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001 (U.P)<br>CIN : L67120UP1992PLC014607<br>Email : admin@aurumcapitalprojects.com, Website : www.aurumcapitalprojects.com   |   |

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY THE 30<sup>th</sup> DAY OF SEPTEMBER 2016 AT 01.00 P.M AT YMCA COMPLEX, 13 RANA PRATAP MARG, LUCKNOW- 226001 TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2016, Profit & Loss Account & Cash Flow statement for the period ended on that date together with Directors' Report and the Auditor's Report thereon.

2. To re-appoint M/s Rajeev Siddharth & Associates, Chartered Accountants, as Statutory Auditors of the company and to hold such office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

To pass with or without modification the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and recommendations of Audit Committee of Board of Directors, M/s Rajeev Siddharth & Associates, Chartered Accountants, 308, Sahara Shopping Centre, Faizabad Road, Lucknow- 226016 being eligible and offer themselves to act as Statutory Auditors are hereby re-appointed as Statutory Auditors of the company for the F.Y. 2016-17, to hold office till the conclusion of the next Annual General Meeting and that the Board of Directors are hereby authorized to decide their remuneration in consultation with them."

3. To appoint a director in place of Mr. Rajiv Agarwal (DIN - 01141517) who retires by rotation and being eligible offers himself for re appointment.

**SPECIAL BUSINESS:**

4. To appoint Mr. Prabhat Krishna Gupta as an Independent Director 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** the appointment of Mr. Prabhat Krishna Gupta (DIN- 01383763) as Independent Director of the company is hereby confirmed and that he shall hold such office for a term of five consecutive years with effect from 28<sup>th</sup> March, 2016."

5. Appointment of Smt. Ritika Gupta as whole time Director of the company and to fix their remuneration and to consider and if thought fit, pass with or without modification the following resolution as Special Resolution:

**"RESOLVED THAT** Smt. Ritika Gupta (DIN- 01162997) be and is hereby appointed as whole time director of the company for a period of five years with effect from 1<sup>st</sup> of October, 2016 at a remuneration of Rs. 25,000/- per month.

**"RESOLVED FURTHER THAT** there shall be clear relation of company with Mrs. Ritika Gupta as "the Employer-Employee" and each party may terminate the above said appointment with three months notice in writing or salary in lieu thereof."

6. To consider and if thought fit, pass with or without modification the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to Section 13 of Companies Act, 2013 and the rules framed there under, consent of shareholders of the Company be and is hereby accorded, subject to approval of Registrar of Companies, Uttar Pradesh to append following sub clause (5) after sub clause (4) of clause III (A) of the Memorandum of Association of Company:

"(5) To undertake and carry on the business activities as Non Banking Financial Company as permitted under Reserve Bank of India Regulations subject to prior approval of Reserve Bank of India."

7. To consider and if thought fit, pass with or without modification the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to applicable provisions of Companies act, 2013 and in terms of Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and subject to such other statutory approvals as may be necessary, consent of Members of the Company be and is hereby accorded to the Board of Directors to enter into transactions of giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, already entered by the Company prior to the date of notification of SEBI (LODR) Regulations i.e. 2<sup>nd</sup> September, 2015 is ratified and further approval is granted for a period of 5 years with effect from October, 2016 a related party upto an estimated value of Rs. 50 Lac p.a. on such terms and conditions as may be mutually agreed upon between Board of Directors of company and related party.

**“RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all acts, deeds and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to the Resolution.”

**By Order of the Board**  
**For AURUM CAPITAL PROJECTSLIMITED**  
(formerly Viraj Credit Capital Limited)

**Place : Lucknow**  
**Dated : 20.05.2016**

**(RAJIV AGARWAL)**  
**DIRECTOR**  
**DIN: 01141517**

**NOTES:**

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

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 FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to the company. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Members holding shares in electronic form may update such details with their respective Depository Participants.

7. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 15<sup>th</sup> September, 2016 to 21<sup>st</sup> September, 2016 (both days inclusive).
8. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
9. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
10. Members are required to bring their admission slip along-with their copy of the Annual Report at the Annual General Meeting.

**REQUEST TO THE MEMBERS:**

- a) Intimate changes, if any, in their registered office immediately
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the company for admission to the meeting place.
- d) Send their email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Mr. Prabhat Krishna Gupta was appointed as an Additional Independent Director with effect from 28<sup>th</sup> March 2016, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made there under, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each. He is an Independent Directors of the Company. However, under the new act and the Listing Agreement, He may be appointed afresh with a fixed period of upto 5 years.

He is an independent director of the company and has been holding the office of Directorship. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing his candidature for the appointment as Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from him that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Director.

The Board and Nomination and Remuneration Committee therefore recommends the resolution for your approval.

Mr. Prabhat Krishna Gupta is interested in his respective resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

**ITEM NO. 5-**

Mrs. Ritika Gupta (DIN - 01162997) was appointed as Executive director of the company. Considering her rich experience in the field of finance, Nomination and Remuneration Committee of the Board and to fulfil the requisite compliances the Board approved her designation as whole time director of the company at remuneration of Rs. 25,000/- per month at a meeting held on 20.05.2016. The remuneration package is well within the overall limit prescribed under Schedule V of Companies Act, 2013. The Board of directors will also be at liberty to alter, revise the remuneration within the limits prescribed under Companies Act, 2013.

In terms of provisions of Companies Act, 2013, consent of shareholders is required to approve the said remuneration to be passed as an ordinary resolution. A copy of the Board Resolution will be available for inspection between 11.00 A.M. to 1.00 P.M. on all working days at Registered Office of company.

The directors and Nomination and Remuneration Committee therefore recommends to pass a Special resolution in order to give effect to the proposed matter. Mrs. Ritika Gupta holds 30,600 shares in the company.

None of the directors of company except Mrs. Ritika Gupta is concerned or interested or concerned in the proposed resolution.

**ITEM NO. 6-**

The Company is registered as Non-Banking Financial Company under Reserve Bank of India Regulations. The company is working on expanding its business activities and launch new financial products and in order to carry out the same proposes to make suitable amendments in its main objects. This would not result into any change in main activities by the company. The directors therefore recommend to pass the resolution for alteration of main objects clause in Memorandum of Association through Special Resolution so as to include the object of pursuing all functions of Non Banking Financial Company.

None of the director is interested or concerned in the proposed resolution.

**ITEM NO. 7-**

Futher to the applicable provisions of Companies Act, 2013 and rules framed as per Regulation 23 of SEBI (LODR) Regulations, all Related Party Transaction shall require prior approval of members. The Company has not indulged in any material related party transactions during the current financial year. However, in case of any future need in connection with business expansion of the company, the directors propose the resolution since approval of members is needed for the same. Therefore, the Board recommends an Ordinary Resolution set out in item No. 7 of the notice for approval of members.

**Brief profile of directors being appointed/reappointed :**

|   |                             |  |   |
|---|-----------------------------|--|---|
| Name  | Prabhat Krishna Gupta       | Rajiv Agarwal  | Ritika Gupta                                |
| DIN   | 01383763                    | 01141517   | 01162997                                    |
| Age   | 67 years                    | 50 years   | 46 years                                    |
| Date of Appointment                               | 28.03.2016                  | 03.08.1992   | 30.09.2015                                  |
| Qualification                                     |                             | Chartered Accountant   |   |
| Other Directorships                               | Sumac International Limited | 1. Viraj Fincap Limited<br>2. A.K. Management Services Private Limited<br>3. Brains Academy Of Professional Learning Private Limited | Gupt Ganesh Assets Holdings Private Limited |
| No. of shares held                                | --                          | 1. 8985 shares<br>2. 2600 shares<br>3. 5000 shares   | 1. 25000 shares                             |
| Relationships with any director(s) of the company | None                        | None   | None  |

**By Order of the Board**  
**For AURUM CAPITAL PROJECTSLIMITED**  
(formerly Viraj Credit Capital Limited)

Place : Lucknow  
Dated : 20.05.2016

**(RAJIV AGARWAL)**  
**DIRECTOR**  
**DIN: 01141517**

**DIRECTOR'S REPORT**

The Members,  
Aurum Capital Projects Limited

Your Directors have pleasure in presenting their Twenty Fourth Annual Report of your company together with Audited Statement of Accounts and the Auditor's Report of your company for the financial year ended, 31<sup>st</sup> March, 2016.

**Financial Summary or highlights/performance of the Company :**

The highlights of financial results of your Company are as follows:

| (in Lakhs)  |                          |                          |
|---|--------------------------|--------------------------|
| PARTICULARS   | YEAR ENDED<br>31.03.2016 | YEAR ENDED<br>31.03.2015 |
| Income earned from services rendered  | 18.12                    | 14.49                    |
| Other Income  | --                       | --                       |
| Total Income  | <b>18.12</b>             | <b>14.49</b>             |
| Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation | 6.39                     | 4.58                     |
| Less: Financial expenses  | 0.010                    | 44                       |
| Operating profit before Preliminary expenses, Depreciation & Taxation             | <b>6.38</b>              | <b>4.14</b>              |
| Less: Depreciation & Preliminary expenses written off                             | 0.008                    | 0.42                     |
| Profit before Taxation  | 6.37                     | 3.72                     |
| Less : Provision for Taxation   |                          |                          |
| MAT Credit  | 1.95                     | 1.25                     |
| Current Tax   | 0.045                    | (0.01)                   |
| Deferred Tax  | --                       |                          |
| Profit after Taxation   | 4.38                     | 2.46                     |
| Add: Balance brought forward  | (13.8)                   | (29.36)                  |
| Less: Provision against Standard Assets written back                              | --                       | <b>13.00</b>             |
| Add: Transfer from Statutory Reserve  | --                       | <b>0.10</b>              |
| Profit available for appropriation  | <b>(9.42)</b>            | <b>(13.80)</b>           |

**Management Discussion And Analysis:**

• **Financial Performance :**

The company reported income of Rs.18.12 lacs during the financial year as compared to Rs. 14.49 lacs in the immediate preceding year. The profit before tax was at Rs. 6.37lacs which after provision of tax was at Rs. 4.38Lacs as compared to Rs.2.46 lacs in 2014-15.

• **Industry Structure and Development:**

NBFC are an integral part of the country's financial system. They act as a critical link in the overall financial statement large market of niche customers. In spite of strong competition, the inner strength of NBFCs viz local knowledge, credit appraisal skill, close monitoring of borrowers are catering to the needs of small and medium enterprises. On the regulatory front, NBFCs are regulated by Reserve Bank of India. All the prudential norms for asset classification, income recognition are applicable to NBFCs in India.

• **Opportunities & Threats:**

**Opportunities -**

1. Consolidation in NBFC industry
2. Constraints faced by banks in penetrating the specialized segments.
3. Diversification into various fee based activities which have synergy with lending activities.
4. Acting as retailers to banks.

- **Threats-**

1. Slow industrial growth.
2. Competition from banks and financial institutions.
3. Introduction of rigorous regulatory and supervision system.

- **Outlook, Risk Management & Concerns:**

The company has formed risk management policy to ensure risk management within its systems and culture. The Company operates in a competitive environment and is generally exposed to various risks at different times. The Board of Directors and Audit Committee of company shall periodically review the Risk Management Policy of the Company so that management controls the risk through properly defined network.

- **Details in respect of adequacy of Internal Financial Controls with reference to the financial statements:**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring resulting in financial discipline and accountability.

- **Human Resource Management:**

Human resources are a valuable asset for any organization. The company is giving emphasis to upgrade the skills of its human resources. This is in keeping with the policy of enhancing the individual's growth potential with the framework of corporate goals. Total number of employees as on 31<sup>st</sup> March, 2016 stood at seven.

**Performance:**

During the year, due to subdued economy and lower repayment strength of borrowers, the recovery process of the company resulted into considerable NPA. The management therefore taking precautions for further disbursement of new loans and therefore the performance of

company became relatively poor both in terms of volume or business. Once the economy improves and the credit cycle of the segment shows improved results, then the company shall again endeavor to undertake the size of operations into full scale.

**Dividend :**

Owing to requirements of funds for expansion of business operations & accumulated losses, your directors do not recommend any dividend.

**Reserves & Surplus:**

As on 31<sup>st</sup> March, 2016, Rs. 9.42 lacs (Debit) stood as the Amount of Reserve and Surplus after transferring Rs. 4.37 lacs as the current year profit.

**Deposits :**

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

**Non Performing Assets And Provisions:**

The company has ascertained Non Performing Assets under Non Banking Financial (Non deposit accepting or holding) Company's Prudential norms (Reserve Bank) Directions, 2007, as amended from time to time, and made adequate provisions there against.

**Disclosure U/S 134:**

The required information & disclosures, to the extent applicable to the company are discussed elsewhere in this report and their relevant informations are as under-



**a) Extract of the annual return in Form MGT-9 :**

Pursuant to section 92(3) of the Companies Act, 2013, and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of the annual return is given in the "Annexure A" in the prescribed Form MGT - 9 as a part of this Annual Report.

**b) Particulars of Contracts or Arrangements with related parties :**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts and "AOC-2".

**c) Particulars of Employees :**

None of the employees has received remuneration exceeding the limits stated in rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with section 197 (12) of the Companies Act, 2013.

**Disclosure of Codes, Standards, Policies and Compliances thereunder:**

The code of conduct applies to all the directors and senior managerial personnel of the company with certain provisions applicable to all employees.

**a) Know Your Customer and Anti money laundering measure policy-**

Your company has a board approved Know Your Customer and Anti Money Laundering measure policy in place and adheres to this policy. The said policy is in line with RBI Regulations. Company adheres to the compliance requirement in terms of the said policy including reporting of suspicious transactions.

**b) Fair Practice Code-**

Your company has in place a fair practice code, as per RBI Regulations which includes guidelines for appropriate staff when dealing with the customers and on the organizations policies vis-à-vis client protection.

**c) Code for prohibition of Insider Trading Practices-** Your company has in place a code for prevention of insider trading practices in accordance with the model code of conduct prescribed under SEBI (prohibition of insider trading regulations, 2015.

**d) Details of establishment of vigil mechanism for directors and employees :**

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy.

**e) Anti-Sexual Harassment Policy:**

The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of sexual harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. All women employees are covered under this policy. There was no complaint on sexual harassment during the year under review.

**f) Corporate Social Responsibility (CSR) :**

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

**Listing of Shares of the Company:**

The shares of the Company are listed at U.P Stock Exchange at Kanpur and has no arrears of their listing fees.

**Change in the nature of business :**

There is no change in the nature of business of the company. The company is undertaking business as a NBFC and is duly registered with Reserve Bank of India.

**Material Changes between the date of the Board report and end of financial year :**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

**Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the year under review there has been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**Subsidiary Company:**

Since the Company has no subsidiaries as on 31<sup>st</sup> March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

**Statutory Auditors :**

M/s Rajeev Siddharth & Associates, Statutory Auditors of the company (Regn No. - 07032C) hold office until the conclusion of the ensuing Annual General Meeting. The Company has received confirmation from Auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. Concurring to the recommendation of Audit Committee, the board of directors recommend their re-appointment. The present auditor's term is yet not completed so they are not required to retire by rotation.

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

**Internal Auditor & Secretarial Auditor:**

The Board of directors resolved to appoint an Independent firm of Chartered Accountants M/s Shailendra Vishnu & Co. as internal auditors of the company for FY 2015-16 for conducting the audit as per Internal audit standards and regulations. The internal auditor reports their findings to the audit committee of the Board. The audit function maintains its independence and objectivity while carrying out assignments. The Board has also appointed M/s Sandeep Bansal & Associates as secretarial auditor of the company with effect from 28.03.2016.

**Secretarial Auditors' report :**

Pursuant to section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, the company has appointed M/s Sandeep Bansal & Associates, Company Secretaries (CP No. 6179) to undertake the Secretarial audit of the company for the year 2015-16. The Secretarial Audit Report does not contain any material qualification, reservation or adverse remark except delay in some ROC filings, which do not call for any further comments. The Secretarial audit report is attached herewith as per "Annexure - B".

**Directors & Key Management Personnel :**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajiv Agarwal, Director of the Company retires by rotation and offers himself for re-appointment.

During the year under review Shri. Prabhat Krishna Gupta was appointed as Additional Independent Director of the company w.e.f 28.03.2016. Shri. Anilesh Prasad has resigned as an independent director of the company and his resignation was accepted w.e.f 10.08.2015.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

The appointment / re-appointment forms part of the notice convening the Annual General Meeting and the resolutions are recommended for the member's approval.

The Board and Nomination and Remuneration committee has recommended that Smt. Ritika Gupta be designated as Whole-time director of the company. The matter has been recommended for shareholders' approval.

**Key Managerial Personnel:**

According to recommendations of Nomination and Remuneration Committee, during the year under review Ms. BhavyaTaneja was appointed as Company Secretary/Compliance Officer and Mrs. GeetaMehrotra was appointed as Chief Financial Officer of the company.

**Board Diversity:**

The Company recognizes the benefits of having a diverse Board as an essential element of having a competitive advantage. A truly diverse Board will comprise of varied skills, industry knowledge and experience. All Board appointments are being made on merits.

**Managerial Remuneration:**

The company has not paid any managerial remuneration to its directors during the year.

**Board Performance Evaluation :**

The Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. ScheduleIV of the Companies Act, 2013 states that the performance evaluation of Independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation process focused on various aspects of the Board and Committees experience and competencies, performance of specific duties etc. Such evaluation of committees of Board was carried out during the year.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

**Proper system to ensure compliance were adequate and effective:**

The professional conduct sets expectations that all employees shall comply with all laws and regulations governing company's conduct. Information is reported upwards internally within the organization to senior management and as appropriate also shared with Board of Directors.

**Details of Fraud:**

There is no fraud as reported by the Auditors.

**Meetings of the Board of Directors and their Committees :**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Eight Board Meetings were convened and held on 20.04.2015, 29.05.2015, 05.06.2015, 10.08.2015, 09.10.2015, 25.11.2015, 18.01.2016 & 28.03.2016. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

**Composition and meeting of Committess :**

**Audit Committee :**

The Composition and terms of reference of the Committee satisfy the requirements Section 177 of the Companies Act, 2013. Audit Committee met 5 times during the financial year 2015-16 on 20.05.2015, 14.07.2015, 12.10.2015, 29.01.2016

& 09.03.2016. Audit committee recommended reappointment of Rajiv Siddharth & Associates as statutory auditors of the company for F.Y. 2016-17. This recommendation of the committee was accepted by Board. As on 31<sup>st</sup> March, 2016, the composition of committee is as follows:

| Name of Member             | Designation | Category                                   |
|----------------------------|-------------|--|
| Mr. Bajrang Bahadur Pandey | Chairman    | Non-Executive and Independent Director     |
| Mr. Prabhat Gupta          | Member      | Non-Executive and Independent Director     |
| Mr. Sanjay Kumar Bhutani   | Member      | Non-Executive and Non Independent Director |

**Risk Management Committee :**

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. Committee met 6 times during the financial year 2015-16 on 22.05.2015, 24.07.2015, 16.09.2015, 18.11.2015, 22.01.2016, & 16.03.2016. As on 31<sup>st</sup> March, 2016, the Composition of Committee is as follows:

| Name of Member             | Designation | Category                               |
|----------------------------|-------------|--|
| Ms. Ritika Gupta           | Chairman    | Executive and Non-Independent Director |
| Mr. Bajrang Bahadur Pandey | Member      | Non-Executive and Independent Director |
| Mr. Prabhat Gupta          | Member      | Non-Executive and Independent Director |

**Nomination & Remuneration Committee & its policy :**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013. The committee met 5 times on 06.05.2015, 04.08.2015, 20.11.2015, 10.02.2016 & 18.03.2016. The terms for

appointment of Key Managerial Personnel were decided by the committee as per its policy. As on 31<sup>st</sup> March, 2016, the Composition of Committee is as follows:

| Name of Member             | Designation | Category                                   |
|----------------------------|-------------|--|
| Mr. Bajrang Bahadur Pandey | Chairman    | Non-Executive and Independent Director     |
| Mr. Prabhat Gupta          | Member      | Non-Executive and Independent Director     |
| Mr. Rajiv Agarwal          | Member      | Non-Executive and Non Independent Director |

**Policy for selection and appointment of Directors and KMP:**

The Policy contains the following:

- Process for selection and appointment of directors and key managerial personnel.
- Recruitment from within the company, outside or upon recommendation by the Chairman.
- Criteria for determining remuneration.
- Training of independent directors.
- Qualification, experience and positive attributes of director.
- Process for appointment of directors and KMP.
- Process for appointment of non-executive director.

**Green Initiative in Corporate Governance :**

The members holding shares in the physical form are requested to register their email addresses with the company or with the Registrar & Transfer Agents.

**Consolidated Financial Statements:**

As the Company does not have any subsidiary, so it is not required to enclose consolidated financial statements.

**Statutory Information:**

**a. Conservation of Energy, Technology absorption and Foreign Exchange earnings & Outgo :**

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

- b. There was no foreign exchange earning & outgo during the financial year under review.
- c. No revision of financial statements and board report has been made during the year under review.
- d. Your company has not issued equity shares with differential rights, sweat equity or ESOP during the period under review.

**Directors' Responsibility Statement :**

Pursuant to the section 134 of the Companies Act, 2013, the directors confirm the following in respect of the audited accounts for the period ended 31<sup>st</sup> March 2016.

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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;

(c) 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;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors have laid down internal financial controls to be followed by the company and that such internal controls are adequate and were operating effectively.

(f) 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.

**Acknowledgements :**

The directors acknowledge their deep gratitude to the stakeholders, employees, bankers with whose help, cooperation and hard work the Company is able to achieve these results.

For and on behalf of the Board of Directors  
Signing as per Board resolution passed

Place: Lucknow  
Date : 20.05.2016

|                |                 |                        |
|----------------|-----------------|------------------------|
| (Ritika Gupta) | (Rajiv Agarwal) | (Sanjay Kumar Bhutani) |
| Director       | Director        | Director               |
| DIN - 01162997 | DIN :01141517   | DIN :01415528          |

Encl: Form MGT – 9 & Secretarial Audit Report

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2016**  
**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  | L67120UP1992PLC014607  |
| 2. | Registration Date  | 03/08/1992   |
| 3. | Name of the Company  | Aurum Capital Projects Limited   |
| 4. | Category/Sub-category of the Company                                       | Company limited by shares/ Indian Non-Government Company.  |
| 5. | Address of the Registered office & contact details                         | 2 <sup>nd</sup> floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001   |
| 6. | Whether listed company   | Listed   |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Skyline Financial services Private Limited<br>D-153/A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase – 1,<br>Delhi – 110020. Phone – 011 - 30857575<br><b>Email Id: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a></b><br><b>Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a></b> |

**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      | Non Mortgage Loan services                       | 99711359                        | 100%                               |

**I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| S. No | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1     | N.A.                            | N.A.    | N.A.                           | N.A.             | N.A.               |

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

**i) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 31-March-2015] |          |        |                   | No. of Shares held at the end of the year[As on 31-March-2016] |          |        |                   | % Change during the year |
|--------------------------|--|----------|--------|-------------------|--|----------|--------|-------------------|--------------------------|
|                          | Demat  | Physical | Total  | % of Total Shares | Demat  | Physical | Total  | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |        |                   |  |          |        |                   |                          |
| <b>(1) Indian</b>        |  |          |        |                   |  |          |        |                   |                          |
| a) Individual/           | -  | 196900   | 196900 | 6.13              | -  | 196900   | 196900 | 6.13              | -                        |

|  |   |               |               |             |   |               |               |             |   |
|--|---|---------------|---------------|-------------|---|---------------|---------------|-------------|---|
| <b>HUF</b>   |   |               |               |             |   |               |               |             |   |
| b) Central Govt                                      | - | -             | -             |             | - | -             | -             | -           | - |
| c) State Govt(s)                                     | - | -             | -             |             | - | -             | -             | -           | - |
| d) Bodies Corp.                                      | - | -             | -             | -           | - | -             | -             | -           | - |
| e) Banks / FI  | - | -             | -             | -           | - | -             | -             | -           | - |
| f) Any other   | - | -             | -             | -           | - | -             | -             | -           | - |
| <b>Sub-total (A)(1)</b>                              | - | <b>196900</b> | <b>196900</b> | <b>6.13</b> | - | <b>196900</b> | <b>196900</b> | <b>6.13</b> | - |
| <b>(2) Foreign</b>                                   |   |               |               |             |   |               |               |             |   |
| a) NRIs – Individuals                                |   | -             | -             | -           | - | -             | -             | -           | - |
| b) Others – Individuals                              |   | -             | -             | -           | - | -             | -             | -           | - |
| c) Bodies Corp.                                      |   | -             | -             | -           | - | -             | -             | -           | - |
| d) Banks/FI  | - | -             | -             | -           | - | -             | -             | -           | - |
| e) Any other   |   | -             | -             | -           | - | -             | -             | -           | - |
| <b>Sub-total (A)(2)</b>                              |   |               |               |             | - | -             | -             | -           | - |
| Total shareholding of Promoter (A) = (A)(1) + (A)(2) |   | 196900        | 196900        | 6.13        | - | 196900        | 196900        | 6.13        | - |
| <b>B. Public Shareholding</b>                        |   |               |               |             |   |               |               |             |   |
| 1. Institutions                                      | - | -             | -             | -           | - | -             | -             | -           | - |
| a) Mutual Funds                                      | - | -             | -             | -           | - | -             | -             | -           | - |
| b) Banks / FI  | - | -             | -             | -           | - | -             | -             | -           | - |
| c) Central Govt                                      | - | -             | -             | -           | - | -             | -             | -           | - |
| d) State Govt(s)                                     | - | -             | -             | -           | - | -             | -             | -           | - |
| e) Venture Capital Funds                             | - | -             | -             | -           | - | -             | -             | -           | - |
| f) Insurance Companies                               | - | -             | -             | -           | - | -             | -             | -           | - |
| g) FIIs  | - | -             | -             | -           | - | -             | -             | -           | - |
| h) Foreign Venture Capital Funds                     | - | -             | -             | -           | - | -             | -             | -           | - |
| i) Others (specify)                                  | - | -             | -             | -           | - | -             | -             | -           | - |
| <b>Sub-total (B)(1):-</b>                            | - | -             | -             | -           | - | -             | -             | -           | - |
| 2. Non-Institutions                                  | - | -             | -             | -           | - | -             | -             | -           | - |
| a) Bodies Corp.                                      | - | 324500        | 324500        | 10.10       | - | 324500        | 324500        | 10.10       | - |

|  |     |         |         |       |     |         |         |       |   |
|--|-----|---------|---------|-------|-----|---------|---------|-------|---|
| i) Indian  | -   | -       | -       | -     | -   | -       | -       | -     | - |
| ii) Overseas   | -   | -       | -       | -     | -   | -       | -       | -     | - |
| b) Individuals   | -   | -       | -       | -     |     |         |         |       |   |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 500 | 299650  | 300150  | 9.35  | 500 | 299650  | 300150  | 9.35  |   |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | -   | 2388950 | 2388950 | 74.41 | -   | 2388950 | 2388950 | 74.41 | - |
| c) Others  | -   | -       | -       | -     | -   | -       | -       | -     | - |
| Sub-total (B)(2):-   | 500 | 3013100 | 3013600 | 93.87 | 500 | 3013100 | 3013600 | 93.87 | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)                                     | 500 | 3013100 | 3013600 | 93.87 | 500 | 3013100 | 3013600 | 93.87 | - |
| C. Shares held by Custodian for GDRs & ADRs                                      | -   | -       | -       | -     | -   | -       | -       | -     |   |
| Grand Total (A+B+C)  | 500 | 3210000 | 3210500 | 100   | 500 | 3210000 | 3210500 | 100   | - |

**ii) Shareholding of Promoters-**

| SN | Shareholder's Name | Shareholding at the beginning of the year |                                  |  | Share holding 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  | Rajiv Agarwal      | 98200                                     | 3.06                             | -  | 98200                                | 3.06                             | -  | -   |
| 2  | Sanjay Kr. Bhutani | 98700                                     | 3.07                             | -  | 98700                                | 3.07                             | -  | -   |

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

| SN   |  | Shareholding at the beginning of the year |                                | Cumulative Shareholding during the year |                                |
|--|--|---|--------------------------------|---|--------------------------------|
|  |  | No. of shares                             | % of totalshares of thecompany | No. of shares                           | % of totalshares of thecompany |
| There is no change in the Promoters shareholding during the year |  |   |                                |   |                                |



v) *Shareholding of Directors and Key Managerial Personnel:*

| SN | Shareholding of each Directors and each Key Managerial Personnel | 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 |
|    | <b>Rajiv Agarwal</b>   |   |                                  |   |                                  |
|    | At the beginning of the year                                     | 98200                                     | 3.06                             | 98200                                   | 3.06                             |
|    | At the end of the year   | 9820                                      | 3.06                             | 98200                                   | 3.06                             |
|    | <b>Sanjay Kumar Bhutani</b>                                      |   |                                  |   |                                  |
|    | At the beginning of the year                                     | 98700                                     | 3.07                             | 98700                                   | 3.07                             |
|    | At the end of the year   | 98700                                     | 3.07                             | 98700                                   | 3.07                             |
|    | <b>Ritika Gupta</b>  |   |                                  |   |                                  |
|    | At the beginning of the year                                     | 30600                                     | 0.95                             | 30600                                   | 0.95                             |
|    | At the end of the year   | 30600                                     | 0.95                             | 30600                                   | 0.95                             |

**V) INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment- NIL**

|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| The company did not have any indebtedness either at the beginning, during the year or at the end of the year |                                  |                 |          |                    |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| SN.  | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|--|-----------------------------|-------------------------|--------------|
| No remuneration has been paid to the directors during the year |                             |                         |              |

*B. Remuneration to other directors - NIL*

| SN.   | Particulars of Remuneration | Name of Directors | Total Amount |
|---|-----------------------------|-------------------|--------------|
| No remuneration has been paid to any of the directors during the year. The Directors have waived off their sitting fees for attending the Board/Committee meetings. |                             |                   |              |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| SN | Particulars of Remuneration   | Key Managerial Personnel |      |      |        |
|----|---|--------------------------|------|------|--------|
|    |   | CEO                      | CS   | CFO  | Total  |
| 1  | Gross salary  | CEO                      | CS   | CFO  |        |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 180000                   | N.A. | 0.00 | 180000 |

|   |                               |        |     |     |        |
|---|-------------------------------|--------|-----|-----|--------|
|   | (b) Value of perquisites      | Nil    | Nil | Nil | Nil    |
|   | (c) Profits in lieu of salary | Nil    | Nil | Nil | Nil    |
| 2 | Stock Option                  | Nil    | Nil | Nil | Nil    |
| 3 | Sweat Equity                  | Nil    | Nil | Nil | Nil    |
| 4 | Commission                    | Nil    | Nil | Nil | Nil    |
|   | - as % of profit              | Nil    | Nil | Nil | Nil    |
|   | others, specify...            | Nil    | Nil | Nil | Nil    |
| 5 | Others, please specify        | Nil    | Nil | Nil | Nil    |
|   | Total                         | 180000 | Nil | Nil | 180000 |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |

For and on behalf of the Board of Directors  
Signing as per Board resolution passed

Place: Lucknow  
Date : 20.05.2016

|                |                 |                        |
|----------------|-----------------|------------------------|
| (Ritika Gupta) | (Rajiv Agarwal) | (Sanjay Kumar Bhutani) |
| Director       | Director        | Director               |
| DIN - 01162997 | DIN :01141517   | DIN :01415528          |

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts)**

**Rules, 2014.**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars   | Details |
|---------|---|---------|
| 1       | Name (s) of the related party & nature of relationship  | NIL     |
| 2       | Nature of contracts/arrangements/transaction  | NIL     |
| 3       | Duration of the contracts/arrangements/transaction  | NIL     |
| 4       | Salient terms of the contracts or arrangements or transaction including the value, if any                         | NIL     |
| 5       | Justification for entering into such contracts or arrangements or transactions'                                   | NIL     |
| 6       | Date of approval by the Board   | NIL     |
| 7       | Amount paid as advances, if any   | NIL     |
| 8       | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NIL     |

Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars   | Details                                     |
|---------|---|---|
| 1       | Name (s) of the related party & nature of relationship                                    | 1. Rajiv Agarwal<br>2. Sanjay Kumar Bhutani |
| 2       | Nature of contracts/arrangements/transaction  | 1. Rent paid<br>2. Rent paid                |
| 3       | Duration of the contracts/arrangements/transaction  | 1. Contract Basis<br>2. Contract Basis      |
| 4       | Salient terms of the contracts or arrangements or transaction including the value, if any | 1. 60,000/-<br>2. 60,000/-                  |
| 5       | Date of approval by the Board   | 31.05.2013                                  |
| 6       | Amount paid as advances, if any   | NIL   |

**FOR & ON BEHALF OF THE BOARD**

**PLACE: LUCKNOW**  
**DATED: 20.05.2016**

**DIRECTOR**  
**DIN: 01141517**

**DIRECTOR**  
**DIN: 01415528**

**Form No.MR-3**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2016**

To,

**The Members,  
Aurum Capital Projects Limited  
(Formerly Viraj Credit Capital Limited)  
2<sup>nd</sup> Floor YMCA Complex, 13 Rana Pratap Marg, Lucknow-226001**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aurum Capital Projects Limited (formerly Viraj Credit Capital Limited) (hereinafter called the Company). 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided 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 31<sup>st</sup> March, 2016 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) As regard The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder- the shares of the Company are available in Demat form and ISIN has been allotted by NSDL
- (iv) The Company has during the assessed year not undertaken any business/transactions so as to attract the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Company has during the assessed year not undertaken any business/transactions so as to attract the provisions of 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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guide lines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Company employed less than ten employees during the year and so that the compliance status of various Labor Laws is as under:-
  - (a) Maternity Benefit Act, 1961 -- No such instances occurred

- (b) Employee' Provident Fund Act and Miscellaneous Provisions Act, 1952 and rules framed Thereunder ---- Not Applicable
- (c) Employee State Insurance Act, 1948 and rules framed thereunder ---- Not Applicable
- (d) The Shops and Establishments Act, 1954 and rules framed thereunder ---- Not Applicable
- (e) The Payment of Gratuity Act, 1972 and rules framed thereunder ---- Not Applicable
- (f) Payment of Bonus Act, 1965 and rules framed thereunder --- Not Applicable
- (g) Equal Remuneration Act, 1976 and rules framed thereunder --- The Company pays equal remuneration for equal work based on their qualification.
- (h) Payment of Wages Act, 1936 and rules frame thereunder ---- Not Applicable
- (i) Minimum Wages Act, 1948 and rules framed thereunder ---- Not Applicable

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited to the date applicable.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the date applicable

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Smt Ritika Gupta, Director of the Company represents 'Women Director' in the Board of Directors of the Company.
2. No remuneration has been paid to any of the Directors during the financial year.

**We further report that**

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 Bo.ard of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Detail of Directors and other Key Managerial Persons is as follows:-

| Name                        | Designation             | Date of appointment |
|-----------------------------|-------------------------|---------------------|
| Smt Ritika Gupta            | Executive Director      | 30.03.2015          |
| Shri Rajiv Agarwal          | Non- Executive Director | 03.08.1992          |
| Shri Sanjay Kumar Bhutani   | Non- Executive Director | 03.08.1992          |
| Shri Bajrang Bahadur pandey | Independent Director    | 30.03.2015          |
| Shri Prabhat Krishna Gupta  | Independent Director    | 28.03.2016          |
| Shri Jaiswal                | CEO                     | 30.03.2015          |
| Bhavya Taneja               | Company Secretary       | 28.03.2016          |
| Geeta Mehrotra              | CFO                     | 28.03.2016          |

Adequate notice is given' to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were ,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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Detail of the meetings of the Board of Directors during the financial year are as follows:

Number of Meetings:-08 (Eight)

Date of Meetings : - First Qtr. 20.04.2015; 29.05.2015; 05.06.2015

Second Qtr. 10.08.2015

Third Qtr. 09.10.2015; 25.11.2015

Fourth Qtr. 18.01.2016; 28.03.2016

02. The company had three Committees during the year, the details of which are as follows:-

- a. Audit Committee: - Mr. Bajrang Bahadur Pandey (Chairman)  
Mr. Prabhat Gupta (Member)  
Mr. Sanjay kr. Bhutani (Member)

Meetings 20.05.2015; 14.07.2015; 12.10.2015; 29.01.2016 and 09.03.2016

- b. Risk Management Committee: - Mrs. Ritika Gupta (Chairman)  
Mr. Prabhat Gupta (member)  
Mr. Sanjay Kr Bhutani (Member)

Meetings 22.05.2015; 24.07.2015; 16.09.2015; 18.11.2015; 22.01.2016 and 16.03.2016

c. Nomination & Remuneration Committee:-

- Mr. Bajrang Bahadur Pandey (Chairman)  
Mr. Prabhat Gupta (Member)  
Mr. Rajiv Agarwal (Member)

Meeting 06.05.2015; 04.08.2015; 20.11.2015; 10.02.2016 & 18.03.2016

**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 Sandeep Bansal & Associates

Company Secretaries

Sandeep Bansal

FCS - 5918, CP- 6179

Place: Lucknow

Date: 18.05.2016

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**To,**  
**The Members,**  
**Aurum Capital Projects Limited**  
**(Formerly Viraj Credit Capital Limited)**  
**2<sup>nd</sup> Floor YMCA Complex, 13 Rana Pratap Marg, Lucknow-226001**

**Annexure - A**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sandeep Bansal & Associates

Company Secretaries

Sandeep Bansal

FCS - 5918, CP- 6179

Place: Lucknow

Date: 18.05.2016

**Independent Auditor's Report**

To  
The Members of  
**AURUM CAPITAL PROJECTS LIMITED**  
(formerly Viraj Credit Capital Limited)  
Lucknow

**Report on the financial Statements**

We have audited the accompanying financial statement of **AURUM CAPITAL PROJECTS LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the cash flow for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, its profit and its cash flows for the year ended on that date

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure -A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the balance Sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - e. on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure -B"; and
  - g. with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) As per the best estimates made by the management on the basis of opinion taken, the Company is of the view that ongoing litigations as at the reporting date would not have any material impact on its financial position;
    - (ii) Based upon the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning.
    - (iii) In view of there being no amount(s) required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

for Rajeev Siddharth & Associates  
Chartered Accountants  
Firm's Regn No. 07032C

(CA. Rajeev Sharma)  
Mem. No: 075346

Date: 20.05.2016  
Place: Lucknow

**"Annexure - A" To The Independent Auditor's Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of **Aurum Capital Projects Limited** for the year ended March 31, 2016 we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) The fixed assets have been verified at the year end, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.  
c) The company does not own any immovable properties
- (ii) The nature of the company's business is such that it does not hold any inventories.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained pursuant to section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 & 186 of the Companies Act, 2013 to the extent applicable.
- (v) The Company has neither invited nor accepted any deposits from the public during the period under audit. As such the requirement of clause (v) of the aforesaid order is not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed



- statutory dues, including Provident Fund, Income-tax, Sales-tax, Service Tax and other material statutory dues, as applicable, with the appropriate authorities in India have been provided.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions/bank or from the government and has not issued any debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) Based upon the audit procedures performed along with information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi company as such paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of the Company's Act, 2013 and details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) As informed, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) The Company is a registered NBFC company u/s 45IA of the Reserve Bank of India Act 1934 vide registration no. 12.00105 dated 12.03.1998 in category Non-Banking financial Institution without accepting public deposit and accordingly, the company is carrying on financial services business.

for Rajeev Siddharth & Associates  
Chartered Accountants  
Firm's Regn No. 07032C

(CA. Rajeev Sharma)  
Mem. No: 075346  
Date: 20.05.2016  
Place: Lucknow

#### **"Annexure - B" To The Independent Auditors' Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Aurum Capital Projects Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*for* Rajeev Siddharth & Associates  
Chartered Accountants  
Firm's Regn No. 07032C

(CA. Rajeev Sharma)  
Mem. No: 075346  
Date: 20.05.2016  
Place: Lucknow

**AURUM CAPITAL PROJECTS LIMITED**  
(formerly Viraj Credit Capital Limited)  
CIN : L67120UP1992PLC014607  
**BALANCE SHEET AS AT 31st MARCH, 2016**

| BALANCE SHEET AS AT 31st MARCH, 2016 |                                | Note No. | As at 31 March, 2016 | As at 31 March, 2015 |
|--------------------------------------|--------------------------------|----------|----------------------|----------------------|
| Particulars                          |                                |          | Amount in Rs.        | Amount in Rs.        |
| A                                    | EQUITY AND LIABILITIES         |          |                      |                      |
| 1                                    | Shareholders' funds            |          |                      |                      |
|                                      | Share capital                  | 1        | 32,105,000           | 32,105,000           |
|                                      | Reserves and Surplus           | 2        | (942,245)            | (1,380,082)          |
|                                      |                                |          | 31,162,755           | 30,724,918           |
| 2                                    | Non-Current liabilities        |          |                      |                      |
|                                      | Deferred tax liabilities (net) | 3        | -                    | -                    |
|                                      | Long Term Provisions           | 4        | 202,000              | 202,000              |
|                                      |                                |          | 202,000              | 202,000              |
| 3                                    | Current liabilities            |          |                      |                      |
|                                      | Trade payables                 | 5        | 232,004              | 176,629              |
|                                      | Other current liabilities      | 6        | 138,375              | 269,750              |
|                                      | Short-term provisions          | 7        | 157,721              | 75,459               |
|                                      |                                |          | 528,100              | 521,838              |
|                                      |                                |          | 31,892,854           | 31,448,755           |
| B                                    | ASSETS                         |          |                      |                      |
| 1                                    | Non-current assets             |          |                      |                      |
|                                      | Fixed assets                   |          |                      |                      |
|                                      | Tangible assets                | 8        | 18,999               | 19,808               |
|                                      |                                |          | 18,999               | 19,808               |
|                                      | Non Current Investments        | 9        | 11,325,010           | 12,125,010           |
|                                      | Long-term loans and advances   | 10       | 16,478,405           | 15,836,286           |
|                                      | Other non-current assets       | 11       | 38,329               | 38,329               |
|                                      |                                |          | 27,841,744           | 27,999,625           |
| 2                                    | Current assets                 |          |                      |                      |
|                                      | Trade Receivables              | 12       | 300,227              | 1,300,227            |
|                                      | Cash and Cash equivalents      | 13       | 3,731,884            | 2,129,095            |
|                                      |                                |          | 4,032,111            | 3,429,322            |
|                                      |                                |          | 31,892,854           | 31,448,755           |
|                                      | Notes on financial statements  | 1 to 18  | -                    | -                    |

As per our attached report of even date  
**FOR RAJEEV SIDDHARTH & ASSOCIATES**  
Chartered Accountants

**(CA. RAJEEV SHARMA)**  
Proprietor  
Membership No.075346  
FRN - 07032C

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

|                       |                        |                            |
|-----------------------|------------------------|----------------------------|
| <b>(RITIKA GUPTA)</b> | <b>(RAJIV AGARWAL)</b> | <b>(SANJAY KR BHUTANI)</b> |
| Whole Time Director   | Director               | Director                   |
| DIN : 01162997        | DIN: 01141517          | DIN 01415528               |

|                          |                         |
|--------------------------|-------------------------|
| <b>( Geeta Mehrotra)</b> | <b>( Bhavya Taneja)</b> |
| CFO                      | Company Secretary       |

Place : Lucknow  
Dated : 20.05.2016

Place : Lucknow  
Dated : 20.05.2016

-

| AURUM CAPITAL PROJECTS LIMITED<br>(formerly Viraj Credit Capital Limited) CIN : L67120UP1992PLC014607<br>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2016 |   |   |   |   |
|---|---|---|---|---|
| Particulars   |   | Note No.  | For the year ended<br>31 March, 2016<br>Amount in Rs. | For the year ended<br>31 March, 2015<br>Amount in Rs. |
| <b>A</b>  | <b><u>CONTINUING OPERATIONS</u></b>   |   |   |   |
| <b>1</b>  | Revenue from operations   | 14  | 1,812,309   | 1,449,052   |
| <b>2</b>  | <b>Total revenue (1+2)</b>  |   | <b>1,812,309</b>                                      | <b>1,449,052</b>                                      |
| <b>3</b>  | <b>Expenses</b>   |   |   |   |
|   | Employee benefits expense   | 15  | 604,050   | 502,162   |
|   | Finance costs   | 16  | 1,041   | 44  |
|   | Depreciation and amortization expense   | 8   | 807   | 41,844  |
|   | Other expenses  | 17  | 569,338   | 532,534   |
|   | <b>Total expenses</b>   |   | <b>1,175,236</b>                                      | <b>1,076,584</b>                                      |
| <b>4</b>  | <b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b> |   | 637,073   | 372,468   |
| <b>5</b>  | Exceptional items   |   | -   | -   |
| <b>6</b>  | <b>Profit / (Loss) before extraordinary items and tax (5 + 6)</b>                 |   | 637,073   | 372,468   |
| <b>7</b>  | Extraordinary items   |   | -   | -   |
| <b>8</b>  | <b>Profit / (Loss) before tax (7 + 8)</b>   |   | 637,073   | 372,468   |
| <b>9</b>  | <b>Tax expense:</b>   |   |   |   |
|   | (a) Current tax expense for current year  |   | 194,695   | 125,340   |
|   | (b) (Less): MAT credit (where applicable)   |   | -   | -   |
|   | (c) Current tax expense relating to prior years                                   |   | 4,541   | -   |
|   | (d) Net current tax expense   |   | 199,236   | 125,340   |
|   | (e) Deferred tax  |   | -   | 1,101   |
|   |   |   | 199,236   | 126,441   |
| <b>10</b>   | <b>Profit / (Loss) from continuing operations (9 + 10)</b>                        |   | 437,837   | 246,027   |
| <b>B</b>  | <b><u>DISCONTINUING OPERATIONS</u></b>  |   |   |   |
| <b>11.i</b>   | Profit / (Loss) from discontinuing operations (before tax)                        |   | -   | -   |
| <b>11.ii</b>  | Add / (Less): Tax expense of discontinuing operations                             |   | -   | -   |
| <b>12</b>   | <b>Profit / (Loss) from discontinuing operations (12.i + 12.ii)</b>               |   | -   | -   |
| <b>C</b>  | <b><u>TOTAL OPERATIONS</u></b>  |   |   |   |
| <b>13</b>   | <b>Profit / (Loss) for the year (11 + 13)</b>                                     |   | 437,837   | 246,027   |
| <b>14.i</b>   | <b>Earnings per share (of 10/- each):</b>   |   |   |   |
|   | Basic   |   | 0.14  | 0.08  |
|   | Diluted   |   | 0.14  | 0.08  |
|   | Notes on financial statements   | 1 to 18   |   |   |
| As per our attached report of even date   |   |   |   |   |
| <b>FOR RAJEEV SIDDHARTH &amp; ASSOCIATES</b>  |   | <b>For and on behalf of the Board of Directors</b>  |   |   |
| Chartered Accountants   |   |   |   |   |
| <b>(CA. RAJEEV SHARMA)</b><br>Proprietor<br>Membership No. 075346<br>FRN - 07032C   |   | <b>(RITIKA GUPTA) (RAJIV AGARWAL) (SANJAY KR BHUTANI)</b><br>Whole Time Director      Director      Director<br>DIN : 01162997      DIN: 01141517      DIN 01415528 |   |   |
|   |   | <b>( Geeta Mehrotra)      ( Bhavya Taneja)</b><br>CFO      Company Secretary  |   |   |
| Place : Lucknow   |   | Place : Lucknow   |   |   |
| Dated : 20.05.2016  |   | Dated : 20.05.2016  |   |   |

**AURUM CAPITAL PROJECTS LIMITED**  
**(formerly Viraj Credit Capital Limited)**

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH 2016**

(Figures in Rupees)

| Particulars   | Year Ended<br><u>31.03.2016</u> | Year Ended<br><u>31.03.2015</u> |
|---|---------------------------------|---------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>               |                                 |                                 |
| Net Profit before tax & Extraordinary Items                 | 637,073                         | 372,468                         |
| Adjustments for:-   |                                 |                                 |
| Depreciation  | 807                             | 41,844                          |
| Provision for Doubtful Advances                             | -                               | -                               |
| Finance cost  | 1,041                           | 44                              |
| <b>Operating Capital before Working Capital Changes</b>     | <b>638,921</b>                  | <b>414,356</b>                  |
| Adjustments for change in Working Capital                   |                                 |                                 |
| <b>Add: Increase in C.L and Decrease in C.A</b>             |                                 |                                 |
| Trade Payables & Other Liabilities                          | 6,262                           | (245,131)                       |
| Trade & Other Receivables                                   | 1,000,000                       | -1,300,227                      |
| <b>Cash Generated form Operations</b>                       | <b>1,006,262</b>                | <b>(1,545,358)</b>              |
| Income Tax Paid   | 199,236                         | 48,682                          |
| <b>Cash Flow before Extraordinary Items</b>                 | <b>1,445,947</b>                | <b>-1,179,684</b>               |
| Extraordinary Items   | -                               | -                               |
| <b>Net Cash from Operating Activities</b>                   | <b>1,445,947</b>                | <b>-1,179,684</b>               |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                  |                                 |                                 |
| <b>B. (Increase)/ Decrease in Investment</b>                | <b>800,000</b>                  | <b>4,303,109</b>                |
| Loan & Advances   | (642,117)                       | (1,499,915)                     |
| <b>Net Cash used in investing</b>                           | <b>157,883</b>                  | <b>2,803,194</b>                |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                  |                                 |                                 |
| <b>C. Net Proceeds from Borrowings</b>                      |                                 |                                 |
| Proceed From short term borrowings                          | -                               | -                               |
| Finance cost  | 1,041                           | 44                              |
| <b>Net Cash used in Financing Activities</b>                | <b>1,041</b>                    | <b>44</b>                       |
| Net Increase/ ( Decrease) in Cash and                       |                                 |                                 |
| Cash Equivalents (A+B+C)                                    | 1,602,789                       | 1,623,466                       |
| Cash & Cash Equivalents at the beginning of the year        | 2,129,095                       | 505,629                         |
| <b>Cash and Cash Equivalents at the closing of the year</b> | <b>3,731,884</b>                | <b>2,129,095</b>                |

As per our attached report of even date  
for **RAJEEV SIDDHARTH & ASSOCIATES(FRN- 07032C)**  
Chartered Accountants

for and on behalf of the Board

(CA RAJEEV SHARMA)  
Proprietor  
Membership No. 075346

(RITIKA GUPTA) (RAJIV AGARWAL) (SANJAY KR BHUTANI)  
Whole Time Director Director Director  
DIN : 01162997 DIN: 01141517 DIN 01415528

Place: Lucknow  
Dated : 20.05.2016

( Geeta Mehrotra )  
CFO

( Bhavya Taneja )  
Company Secretary

| PARTICULARS  |                                      | As at 31.03.2016 (Rs.)  | As at 31.03.2015 (Rs.)  |
|--|--------------------------------------|-------------------------|-------------------------|
| <b>NOTE - 1 SHARE CAPITAL</b>  |                                      |                         |                         |
| <b>AUTHORISED SHARE CAPITAL</b>  |                                      |                         |                         |
| 3500000 Equity Shares of Rs. 10/- each   |                                      | 35,000,000              | 35,000,000              |
| (P.Y 3500000 Equity Shares of Rs. 10/- each)   |                                      |                         |                         |
|  |                                      | 35,000,000              | 35,000,000              |
| <b>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>  |                                      |                         |                         |
| 3210500 Equity Shares of Rs. 10/- each   |                                      | 32,105,000              | 32,105,000              |
| (P.Y 3210500 Equity Shares of Rs. 10/- each)   |                                      |                         |                         |
|  |                                      | 32,105,000              | 32,105,000              |
| <b>TOTAL ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>  |                                      | <b>32,105,000</b>       | <b>32,105,000</b>       |
| <b>a. Reconciliation of the Equity shares outstanding at the beginning and at the end of reporting period</b>                              |                                      | <b>No. of shares</b>    | <b>No. of shares</b>    |
| Shares outstanding at the beginning of the year  |                                      | 3,210,500               | 3,210,500               |
| Shares outstanding at the end of the year  |                                      | 3,210,500               | 3,210,500               |
| <b>b. Terms &amp; Rights attached to Equity Shares :</b>   |                                      |                         |                         |
| The company has only one class of Equity shares having par value of Rs.10/- each. Each shareholder is eligible for one vote per share held |                                      |                         |                         |
| <b>c. Shares Issued for consideration other than cash :- NIL</b>   |                                      |                         |                         |
| <b>d. Shareholders holding more than 5% shares in the company :</b>  |                                      | <b>As at 31.03.2016</b> | <b>As at 31.03.2015</b> |
|  | NAME                                 | No. of shares / %       | No. of shares / %       |
| 1  | Suisse Holdings & Properties Pvt Ltd | 2,34,500 / 7.3          | 2,34,500 / 7.3          |
| <b>NOTE - 2 RESERVES &amp; SURPLUS</b>   |                                      |                         |                         |
| <b>Statutory Reserve</b>   |                                      | -                       | 9,939                   |
| Less : Transferred to Surplus in Statement of P/L A/c  |                                      |                         | 9,939                   |
|  |                                      | -                       | -                       |
| <b>SURPLUS IN STATEMENT OF PROFIT &amp; LOSS ACCOUNT</b>   |                                      |                         |                         |
| Balance as per last financial statements   |                                      | (1,380,082)             | (2,936,275)             |
| Add / (Less) : Profit/(Loss) during the year   |                                      | 437,837                 | 246,027                 |
| Add : Write back of provision  |                                      | -                       | 1,300,227               |
| Add : Transferred from Statutory Reserve   |                                      | -                       | 9,939                   |
| <b>TOTAL RESERVES &amp; SURPLUS</b>  |                                      | <b>(942,245)</b>        | <b>(1,380,082)</b>      |
| <b>NOTE - 3 DEFERRED TAX LIABILITIES</b>   |                                      |                         |                         |
| <b>Balance as per last financial statements :</b>  |                                      |                         |                         |
| On account of depreciation on fixed assets   |                                      | 0                       | (1101)                  |
| On account of timing differences in recognition of expenditure   |                                      |                         |                         |
|  |                                      | 0                       | (1101)                  |
| <b>Add/(Less) : Addition/(write back) of provision during the year :</b>   |                                      |                         |                         |
| On account of depreciation on fixed assets   |                                      | 0                       | 1,101                   |
| On account of timing differences in recognition of expenditure   |                                      |                         |                         |
| <b>TOTAL DEFERRED TAX LIABILITIES</b>  |                                      | <b>-</b>                | <b>-</b>                |
| <b>NOTE - 4 LONG TERM PROVISIONS :</b>   |                                      |                         |                         |
| Provision for sub standard Assets  |                                      | 202,000                 | 202,000                 |
| <b>TOTAL LONG TERM PROVISIONS</b>  |                                      | <b>202,000</b>          | <b>202,000</b>          |

**NOTE - 5      TRADE PAYABLES**

To Micro, Small and Medium Enterprises

Others

**TOTAL TRADE PAYABLES**

|                |                |
|----------------|----------------|
| -              | -              |
| 232,004        | 176,629        |
| <b>232,004</b> | <b>176,629</b> |

**NOTE - 6      OTHER CURRENT LIABILITIES**

Expenses payable

**TOTAL OTHER CURRENT LIABILITIES**

|                |                |
|----------------|----------------|
| 138,375        | 269,750        |
| <b>138,375</b> | <b>269,750</b> |

**NOTE - 7      SHORT TERM PROVISIONS :**

Provision for Taxation

**TOTAL SHORT TERM PROVISIONS**

|                |               |
|----------------|---------------|
| 157,721        | 75,459        |
| <b>157,721</b> | <b>75,459</b> |

**NOTE - 9      NON CURRENT INVESTMENTS**

**Investment in Equity Instruments**

**Unquoted - Fully Paid Up (Valued at Cost)**

|   |           |           |
|---|-----------|-----------|
| Gyan Circuitronics Private Limited              | 1,000,000 | 1,000,000 |
| Gyan Scientific Traders (India) Private Limited | 1,100,000 | 1,100,000 |
| Pramod Telecom Limited                          | 300,000   | 300,000   |
| Skyline Financial Services Private Limited      | 10        | 10        |
| Sonu Colonisers Private Limited                 | 2,500,000 | 2,500,000 |
| Share Application Money Pending Allotment       | 6,425,000 | 7,225,000 |

**TOTAL NON CURRENT INVESTMENTS**

|                   |                   |
|-------------------|-------------------|
| <b>11,325,010</b> | <b>12,125,010</b> |
|-------------------|-------------------|

**NOTE - 10      LONG TERM LOANS AND ADVANCES**

Loans & advances

|            |            |
|------------|------------|
| 16,478,405 | 15,836,286 |
|------------|------------|

**TOTAL OTHER LONG TERM ADVANCES**

|                   |                   |
|-------------------|-------------------|
| <b>16,478,405</b> | <b>15,836,286</b> |
|-------------------|-------------------|

**Additional information :**

1. Breakup of above:

Secured, considered good

Unsecured, considered good

Doubtful

Total

Less: Provision for Doubtful advances

|                   |                   |
|-------------------|-------------------|
| -                 | -                 |
| 16,276,405        | 15,634,286        |
| 202,000           | 202,000           |
| <b>16,478,405</b> | <b>15,836,286</b> |
| <b>16,478,405</b> | <b>15,634,286</b> |

2. Advances due by directors or other officers of the company

3. Advances due by firm or pvt company in which any director is a partner or director

**NOTE - 11      OTHER NON CURRENT ASSETS**

Income Tax Refund Due

**TOTAL OTHER NON CURRENT ASSETS**

|               |               |
|---------------|---------------|
| 38,329        | 38,329        |
| <b>38,329</b> | <b>38,329</b> |

**Additional information :**

1. Breakup of above:

Unsecured, considered good

2. Amounts due by directors or other officers of the company

3. Amounts due by firm or pvt. Co. in which any director is a partner or a director

|   |   |
|---|---|
| - | - |
| - | - |
| - | - |

**NOTE - 12      TRADE RECEIVABLES**

Trade receivables outstanding for a period exceeding six months from the date they were due for payment :

|   |                   |                     |
|---|-------------------|---------------------|
| Unsecured, considered good                            | 300,227.00        | -                   |
| Doubtful  |                   |                     |
| Total   | 300,227.00        | -                   |
| <u>Outstanding for a period less than six months:</u> |                   |                     |
| Unsecured, considered good                            | -                 | 1,300,227.00        |
|   | -                 | 1,300,227.00        |
| <b>TOTAL TRADE RECEIVABLES</b>                        | <b>300,227.00</b> | <b>1,300,227.00</b> |

**NOTE - 13      CASH AND CASH EQUIVALENTS**

Balances with banks :

|  |                  |                  |
|--|------------------|------------------|
| - in current accounts with bank        | 3,692,932        | 2,030,678        |
| - in Fixed Deposits                    | -                | -                |
| Cash on hand                           | 38,952           | 98,417           |
| <b>TOTAL CASH AND CASH EQUIVALENTS</b> | <b>3,731,884</b> | <b>2,129,095</b> |

**NOTE - 14      REVENUE FROM OPERATIONS**

|                                      |                  |                  |
|--------------------------------------|------------------|------------------|
| Interest Earned                      | 1,812,309        | 1,449,033        |
| Dividend Received                    |                  | 19               |
| <b>TOTAL REVENUE FROM OPERATIONS</b> | <b>1,812,309</b> | <b>1,449,052</b> |

**NOTE - 15      EMPLOYEE BENEFITS EXPENSE**

|  |                |                |
|--|----------------|----------------|
| Salaries and wages                     | 582,800        | 495,750        |
| Staff Welfare Expenses                 | 21,250         | 6,412          |
| <b>TOTAL EMPLOYEE BENEFITS EXPENSE</b> | <b>604,050</b> | <b>502,162</b> |

**NOTE - 16      FINANCE COSTS**

|                            |              |           |
|----------------------------|--------------|-----------|
| Bank Charges               | 1,041        | 44        |
| <b>TOTAL FINANCE COSTS</b> | <b>1,041</b> | <b>44</b> |

**NOTE - 17      OTHER EXPENSES**

|                                 |                |                |
|---------------------------------|----------------|----------------|
| Rent                            | 120,000        | 120,000        |
| Office Maintenance              | 40,440         | 15,750         |
| Meeting & Related Expenses      | 59,120         | 46,440         |
| Legal and professional charges  | 61,120         | 18,950         |
| Miscellaneous expenses          | 53,880         | 44,578         |
| Communication Expenses          | 5,240          | 1,302          |
| Traveling & Conveyance Expenses | 83,600         | 60,604         |
| Fees & Taxes                    | 94,800         | 188,000        |
| Payment to the auditors         |                |                |
| - as auditor                    | 14,375         | 14,250         |
| Postage Expenses                | 21,540         | 15,120         |
| Printing & Stationery Expenses  | 15,223         | 7,540          |
| <b>TOTAL OTHER EXPENSES</b>     | <b>569,338</b> | <b>532,534</b> |



NOTE : 18

**NOTES TO FINANCIAL STATEMENTS**

**A. SIGNIFICANT ACCOUNTING POLICIES :**

1. Accounts are prepared on Historical Cost Convention accruing for incomes, expenditures, assets and liabilities.
2. Interest income has been recognized on accrual basis except for accounts classified as NPA.
3. a. **FIXED ASSETS:**  
Fixed Assets are shown at cost less accumulated depreciation. Cost of asset includes all expenses related to acquisition of the asset.
- b. **DEPRECIATION:**  
Depreciation is charged on Straight Line Method at the rates and in the manner provided in Schedule II of the Companies Act, 2013 on owned assets.
4. All investments have been valued at cost.
5. All Assets and liabilities are presented as current or non-current as per the company's normal operating cycle and other criteria set out in the revised schedule II of the Companies Act, 2013.
6. **Taxes on Income.**  
Taxes have been provided for in line with the present taxation laws applicable. Deferred Tax Assets arising from temporary timing differences has not been recognized.

**B. NOTES**

1. Some of the debit/credit balances are subject to reconciliation & confirmation.
2. In view of the number of employees being below the stipulated numbers, the Payment of Bonus and Payment of Gratuity Act are not applicable to the company for the year.
3. **Income/Expenditure in foreign currency :**

|             | Amount (in Rs.) | Amount (in Rs.) (P.Y) |
|-------------|-----------------|-----------------------|
| Expenditure | Nil             | Nil                   |
| Income      | Nil             | Nil                   |

4. The useful life of Fixed Assets has been revised in accordance with Sch II to the Companies Act 2013 which is applicable for accounting period commencing on or after 1st April, 2014 and the carrying amount has been depreciated over the remaining useful life of the assets and the effect on the profit is not material.
5. The company has paid managerial remuneration of Rs. 60,000/- during the year. The directors have also waived the sitting fees for meeting attended by them during the year.
6. The management has confirmed that the current assets, Loans and advances have the value on realization in the ordinary course of business at least equal to the amount at which they are stated.
7. The company is a Non- Banking Financial Company (NBFC) registered with Reserve Bank of India and has followed the applicable guidelines issued by the Reserve Bank of India to all Non-Banking Financial Companies from time to time. The Company has not accepted any deposits from public within the meaning of sections 73 to 76 of the Companies Act, 2013 and Rules framed there under.
8. **Earning per share : Calculation of EPS (Basic & Diluted)**

| Particulars                | Equivalent No. of Shares |                       |
|----------------------------|--------------------------|-----------------------|
|                            | Year ended 31.03.2016    | Year ended 31.03.2015 |
| <b>Basic &amp; Diluted</b> |                          |                       |
| Total shares Outstanding   | 3210500                  | 3210500               |
| Profit after Taxes         | 246027                   | 246027                |

|               |      |      |
|---------------|------|------|
| EPS – Basic   | 0.14 | 0.08 |
| EPS – Diluted | 0.14 | 0.08 |

9. Contingent liabilities not accounted for : Nil

10. RELATED PARTY DISCLOSURES :

I. *List of related parties : Details of related parties*

| Sr. No | Category                 | Name of Related party  |
|--------|--------------------------|--|
| 1.     | Directors                | Ms. Ritika Gupta<br>Mr. Rajiv Agarwal<br>Mr. Sanjay Kumar Bhutani<br>Mr. Bajrang Bahadur Pandey<br>Mr. Prabhat Krishna Gupta |
| 2.     | Key management Personnel | Mr. Sudhir Jaiswal, CEO<br>Ms. Bhavya Taneja, Company Secretary<br>Ms. Geeta Mehrotra, CFO                                   |

II. *Details of related parties with who transactions are there :*

| Sr. No | Name of Party          | Nature of transactions (excl. reimbursements) | Amount (in Rs) |
|--------|------------------------|---|----------------|
| 1.     | Mr. Rajiv Agarwal      | Rent  | 60000.00       |
| 2.     | Mr. Sanjay Kr. Bhutani | Rent  | 60000.00       |

III. *Balance Outstanding at the end of the year :*

| Sr. No | Name of Party          | Nature of Account | Amount Outstanding |          |
|--------|------------------------|-------------------|--------------------|----------|
|        |                        |                   | Maximum            | Minimum  |
| 1      | Mr. Rajiv Agarwal      | Payables          | 135000.00          | 50000.00 |
| 2.     | Mr. Sanjay Kr. Bhutani | Payables          | 135000.00          | 50000.00 |

11. Schedule to the Balance sheet of a non-deposit taking Non-Banking Financial company as required in terms of paragraph 13 of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is annexed.

12. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached.

For RAJEEV SIDDHARTH & ASSOCIATES  
Chartered Accountants

for & On behalf of Board

(CA. RAJEEV SHARMA)  
Proprietor  
Mem. No. 075346  
(FRN – 07032C)

(Ritika Gupta) (Rajiv Agarwal) (Sanjay Kr. Bhutani)  
Director Director Director  
DIN – 01162997 DIN – 01141517 DIN – 01415528

(Geeta Mehrotra)  
CFO

(Bhavya Taneja)  
Company Secretary

Place : Lucknow  
Dated : 20.05.2016

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                            |                     |            |
|----------------------------|---------------------|------------|
| Name of the Member(s)      |                     |            |
| Registered Address         |                     |            |
| E-mail Id                  | Folio No /Client ID | DP ID      |
| Name :                     |                     | E-mail Id: |
| Address:                   |                     |            |
| Signature , or failing him |                     |            |
| Name :                     |                     | E-mail Id: |
| Address:                   |                     |            |
| Signature , or failing him |                     |            |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September, 2016 at 1.00 P.M at Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow - 226001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution(S)  | No. of votes exercised corresponding to the total number of voting rights 1 | Vote |         |
|---------|--|---|------|---------|
|         |  |   | For  | Against |
| 1.      | Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016                    |   |      |         |
| 2.      | To appoint a Director in place of Mr. Rajiv Agarwal who retires by rotation & being eligible offers himself for re-appointment.                      |   |      |         |
| 3.      | Re-appointment of M/s RAJEEV SIDDHARTH & ASSOCIATES, Chartered Accountants (Firm Registration number 07032C) as Auditors & fixing their remuneration |   |      |         |
| 4.      | To appoint Ms. Ritika Gupta (DIN: 01162997) as a whole time Director   |   |      |         |
| 5.      | To confirm the appointment of Mr. Prabhat Krishna Gupta (DIN: 01283763) as an Independent Director   |   |      |         |
| 6.      | To alter of Memorandum of Association to include business activities of NBFC.  |   |      |         |
| 7.      | To require prior approval of members for Related Party transactions, if any, needed to be done further.  |   |      |         |

\* Applicable for investors holding shares in Electronic form.

Affix Revenue  
Stamps

Signature of Shareholder  
Across Revenue Stamp

Signature of Proxy holder

Signature of the shareholder

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Attendance Slip of Annual General Meeting

**ATTENDANCE SLIP**

**24<sup>th</sup> Annual General Meeting on Friday the 30<sup>th</sup> September 2016 at YMCA Complex, 13 Rana Pratap Marg, Lucknow – 226001 at 1.00 P.M**

|                           |   |
|---------------------------|---|
| Regd folio No             | : |
| DP id                     | : |
| ClientId/Beneficiary a/c: |   |
| No. of shares held        | : |

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **24<sup>th</sup> Annual General Meeting on Friday the 30<sup>th</sup> September 2016 at YMCA Complex, 13 Rana Pratap Marg, Lucknow – 226001 at 1.00 P.M**

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

**Note: Please fill this attendance slip and hand it over at the entrance of the hall.**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.**
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.**
- 3) A Proxy need not be a member of the Company.**
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.**
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.**

**Blank Sheet**