

AURUM CAPITAL PROJECTS LIMITED

TWENTY SEVENTH ANNUAL REPORT FINANCIAL YEAR 2018-2019

Registered Office

2nd Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001 (U.P)

Phone : 0522 – 2209401/402 Email : admin@aurumcapitalprojects.com

<p><u>Board of Directors</u></p> <p>RITIKA GUPTA DIN :01162997 Whole Time Director</p> <p>RAJIV AGARWAL DIN : 01141517 Non Executive Director</p> <p>SANJAY KUMAR BHUTANI DIN : 01415528 Non Executive Director</p> <p>BAJRANG BAHADUR PANDEY DIN : 05321641 Independent and Non Executive Director</p> <p>RAVI SHANKAR MALVIYA DIN : 08397352 Additional Independent and Non Executive Director</p>	<p><u>Board Committees</u></p> <ul style="list-style-type: none"> • Audit Committee Bajrang Bahadur Pandey (Chairman) Ravi Shankar Malviya (Member) Sanjay Kumar Bhutani (Member) • Risk Management Committee Ritika Gupta (Chairman) Bajrang Bahadur Pandey (Member) Ravi Shankar Malviya (Member) • Nomination & Remuneration Committee Bajrang Bahadur Pandey (Chairman) Ravi Shankar Malviya (Member) Rajiv Agarwal (Member) • Stakeholders' Relationship Committee Bajrang Bahadur Pandey (Chairman) Ravi Shankar Malviya (Member) Rajiv Agarwal (Member) • Company Secretary & Compliance Officer CS Pragyan Shree • Chief Executive Officer Sudhir Jaiswal • Chief Financial Officer Geeta Mehrotra
<p>Statutory Auditors : M/s S.N Gupta & Associates, Chartered Accountants, Lucknow</p>	<p>Secretarial Auditor : M/s Bhavya Taneja & Associates Company Secretaries Lucknow</p>
<p>Principal Bankers : State Bank of India Bank of Baroda ICICI Bank Limited</p>	
<p style="text-align: center;"><u>Registered Office</u> 2nd Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001 (U.P) CIN : L67120UP1992PLC014607 Phone : 0522 – 2209401/402 Email : admin@aurumcapitalprojects.com, Website : www.aurumcapitalprojects.com</p>	

AURUM CAPITAL PROJECTS LIMITED

27th ANNUAL REPORT

FINANCIAL YEAR 2018-19

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N.B : Members/Proxy are requested to bring their copy of Annual Report at the Meeting

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY THE 30TH DAY OF SEPTEMBER 2019 AT 10.00 A.M ANARKALI HALL, HOTEL CLARKS AWADH, HAZARTGANJ, NEAR PARIVARTAN CHOWK LUCKNOW- 226001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2019, Profit & Loss Account & Cash Flow statement for the period ended on that date together with Directors Report and the Auditor's Report thereon and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution:**

"RESOLVED THAT the audited financial statement of the company for the financial year ended March 31,2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and adopted."

2. To ratify the re-appointment of M/s S.N. GUPTA & ASSOCIATES, Chartered Accountants (FRN-003817C), Statutory Auditors of the company who were appointed to hold such office for first term for a period of 5 years from F.Y.2018-19 to 2022-23 i.e. from the conclusion of Twenty-sixth Annual General Meeting upto the conclusion of the Thirty- first Annual General Meeting and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution:**

"Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the re-appointment of Messrs. S.N GUPTA & ASSOCIATES, Chartered Accountants (FRN-003817C), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty first Annual General Meeting be and is hereby ratified."

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 and if thought fit to pass with or without modification the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provision of section 152 of the Companies Act, 2013 Mr. Rajiv Agarwal (DIN - 01141517), director of the company who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To appoint Mr. Ravi Shankar Malviya 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 pursuant to the provisions of Section 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Ravi Shankar Malviya(DIN-08397352)**, who was appointed as an Additional Independent Director with effect from 24th March, 2019 and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from 24th March, 2019."

By Order of the Board
For AURUM CAPITAL PROJECTS LIMITED
(Formerly Viraj Credit Capital Limited)

Place : Lucknow
Dated: 02.09.2019

(RITIKA GUPTA)
DIRECTOR
DIN: 01162997

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 physical form are also requested to get their shareholding de-materialized by lodging their physical share certificate with their respective depository participant.**
7. Members holding shares in electronic form may update such details with their respective Depository Participants.
8. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 24thSeptember 2019 to 30thSeptember2019 (both days inclusive).
9. 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.
10. 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.
11. Members are required to bring their admission slip along-with their copy of the Annual Report at the Annual General Meeting.
12. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).
13. Members whose e-mail id is not registered with the Company will be sent physical copies of Annual Report, notice of e-voting etc. at their registered address through permitted mode.
14. Annual Reports will also be available in the Financials section on the website of the Company at www.aurumcapitalprojects.com.
15. Members are requested to opt for electronic mode of communication and support the Green initiatives of the Government. Pursuant to Section 108 of the Companies Act, 2013, the Company provides e-voting facility to the members to exercise their voting right. The process and manner of voting containing detailed instructions is **given below in point no.16.**
16. **Voting through electronic means-** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44(1) of SEBI (LODR) Regulations,2015, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 27th September 2019 (9 A.M) and ends on 29th September 2019 (5:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for Voting through electronic means are as under:

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).
- vii) After entering these details appropriately, click on "SUBMIT" tab.
 - viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x) Click on the EVSN for the relevant Company Name i.e. Aurum Capital Projects Limited on which you choose to vote.
 - xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and windows users can download the app from the app store and the windows phone respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- xxi) A member may participate in the AGM even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xxii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xxiii) Bhavya Taneja, Practicing Company Secretary, Lucknow, (Membership No. 19427) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.aurumcapitalprojects.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. Metropolitan Stock Exchange Of India Limited.

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.

Brief profile of directors being appointed/reappointed :

Name	RAJIV AGARWAL	RAVI SHANKAR MALVIYA
DIN	01141517	08397352
Age	53 years	71 years
Date of Appointment	08.04.1966	24.03.2019
Qualification	Chartered Accountant	Graduate
Other Directorships	2	NIL
No. of shares held	98200 shares	NIL
Relationships with any director(s) of the company	None	None

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

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
And 17(11) of SEBI (LODR) (AMENDMENT) REGULATIONS, 2018

ITEM NO. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ravi Shankar Malviya as an Additional Non- Executive Independent Director with effect from 24th March 2019, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made there under, the Independent Director 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 Director of the Company. However, under the new act and the LODR regulations, he may be appointed afresh with a fixed period of upto 5 years.

Mr Ravi Shankar Malviya, is presently an additional independent director of the company and has been holding the office of such Directorship since 24th March 2019 after the sudden demise of Mr. Prabhat Krishna Gupta. 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 SEBI (LODR) Regulations, 2015 and is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and has given his also consent to act as an Independent Director.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 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 recommend the resolution for your approval.

Mr. Ravi Shankar Malviya 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.

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

Place :Lucknow
Dated: 02.09.2019

(RITIKA GUPTA)
DIRECTOR
DIN: 01162997

DIRECTOR'S REPORT

The Members,
Aurum Capital Projects Limited

Your Directors have pleasure in presenting their Twenty-Seventh Annual Report of your company together with Audited Statement of Accounts and the Auditor's Report of your company for the financial year ended, 31stMarch 2019.

Financial Summary or highlights/performance of the Company :

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

(in Lakhs)

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Income earned from services rendered	19.03	16.62
Other Income	2.27	1.05
Total Income	21.30	17.67
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	3.33	5.92
Less: Financial expenses	0.01	0.01
Operating profit before Preliminary expenses, Depreciation & Taxation	3.32	5.91
Less: Depreciation & Preliminary expenses written off	0.17	0.17
Profit before Taxation	3.15	5.74
Less : Provision for Taxation		
MAT Credit	-	-
Current Tax	1.32	2.19
Deferred Tax	(0.02)	(0.01)
Profit after Taxation	1.85	3.56
Add: Balance brought forward	(4.83)	(8.39)
Profit available for appropriation	(2.98)	(4.83)

Web-link Address:

The company is having its website www.aurumcapitalprojects.com and the annual return of company has been published on website.

Management Discussion And Analysis:

• **Financial Performance :**

The income of the company stood at Rs.21.30 Lakhs during the financial year as compared to Rs.17.67 Lakhs in the immediate preceding year. The profit before tax stood at Rs. 3.15 Lakhs as compared to Rs. 5.74 Lakhs in the immediate preceding year. The directors hope to achieve better financial results during the current year.

• **Industry Structure and Development:**

NBFC are an integral part of the country's financial system. They act as a critical linking 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.

Performance:

During the year, the company reported gross revenue at Rs. 21.30 Lakhs with its PBT at Rs. 3.15 Lakhs as against gross revenue of Rs. 17.67 Lakhs and PBT at Rs. 5.74 Lakhs in the preceding year. The profitability of the company has decreased owing to higher employee cost, however there has been saving in other operating cost. The directors are working to improve upon the earnings of the company by better utilization of funds.

Dividend :

Your directors do not recommend any dividend.

Reserves & Surplus:

The profit after tax for the current year amounting to Rs. 1.85 Lakhs has been transferred to Reserves & Surplus after which the Reserves & Surplus of the company stood at Rs. 2.97 Lakhs (Debit) as at 31st March 2019.

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. Thus 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 information 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.

d) **Particulars of Remuneration:**

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 also forms part of this report in "Annexure B"

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 there under. 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 Metropolitan Stock Exchange of India. There are no arrears of 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 31st March, 2019, provision of section 129 of the Companies Act, 2013 is not applicable.

Statutory Auditors :

M/s S.N. Gupta & Associates, Chartered Accountants (FRN-003817C) as Statutory Auditors of the company ,hold office for a period of five years from the conclusion of ensuing 26th Annual General Meeting and upto the conclusion of the 31st Annual General Meeting.

The Company has also received confirmation from M/s S.N Gupta & Associates, Chartered Accountants that they are not disqualified for appointment as Statutory Auditors of the company. Concurring to the recommendation of Audit Committee, the Board of Directors recommends their re-appointment.

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 has appointed an Independent firm of Chartered Accountants M/s Shailendra Vishnu & Co., Chartered Accountants as internal auditors of the company 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 appointed M/s BhavyaTaneja& Associates, Company Secretaries (CP No. 19427) as secretarial auditor of the company for the financial year 2019-20.

Secretarial Auditors' report :

Pursuant to section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014, the secretarial audit of the company for FY 2018-19 has been undertaken by M/s BhavyaTaneja& Associates, Company Secretaries (CP No.19427). The Secretarial Audit Report does not contain any qualification, reservation or adverse remark, and does 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.

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

During the year under review Shri.Ravi Shankar Malviya was appointed as Additional Independent Director of the company w.e.f 24.03.2019.

During the year under review, Shri Prabhat Krishna Gupta, ceased to be the director of company due to sudden demise w,e,f 24.12.2018.

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.

Key Managerial Personnel:

As per Section 2(51) and 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the company:

1. Mrs. Ritika Gupta - Whole- Time Director
2. Ms. Pragyan Shree - Company Secretary cum Compliance Officer
2. Mr. SudhirJaiswal - Chief Executive Officer
3. Mrs. GeetaMehrotra - Chief Financial Officer

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 paid managerial remuneration of Rs. 11,31,844/- to its key managerial persons.

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. Schedule IV 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 company has appointed a compliance officer to ensure adequate, effective and timely compliance of all applicable 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.

Maintenance of Cost Records:

The company is not required to maintain cost records as specified by central government under sub-section (1) of section 148 of the Companies Act 2013.

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 30.05.2018, 28.07.2018, 27.08.2018, 09.10.2018, 06.11.2018, 22.01.2019, 12.02.2019 and 24.03.2019. 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 2018-19 on 20.04.2018, 30.05.2018, 28.07.2018, 06.11.2018, 12.02.2019. The recommendations made by the audit committee during the year were accepted by the Board .

As on 31st March, 2019, the composition of committee is as follows:

Name of Member	Designation	Category
Mr. Bajrang Bahadur Pandey	Chairman	Non-Executive and Independent Director
Mr. Ravi Shankar Malviya	Member	Non-Executive and Independent Director
Mr. Sanjay Kumar Bhutani	Member	Non-Executive and Non Independent Director

Stakeholder Relationship Committee :

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. Committee met 4 times during the financial year 2018-2019 on 30.05.2018, 28.07.2018, 06.11.2018 & 12.02.2019.

As on 31st March, 2018, the Composition of Committee is as follows:

Name of Member	Designation	Category
Ms. BajrangBahadur Pandey	Chairman	Non-Executive and Independent Director
Mr. Rajiv Agarwal	Member	Non-Executive and Non-Independent Director
Mr. Ravi Shankar Malviya	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 2 times 06.11.2018& 15.03.2019 during the financial year 2018-19on.

As on 31st March, 2018, the Composition of Committee is as follows:

Name of Member	Designation	Category
Mr. Bajrang Bahadur Pandey	Chairman	Non-Executive and Independent Director
Mr. Ravi Shankar Malviya	Member	Non-Executive and Independent Director
Mr. Rajiv Agarwal	Member	Non-Executive and Non Independent Director

Risk Management Committee:

The Company has duly constituted Risk Management Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013. The committee met 2 times during the financial year 2018-19on 20.04.2018 & 12.02.2019. As on 31st March, 2018, the Composition of Committee is as follows:

Name of Member	Designation	Category
Mrs. Ritika Gupta	Chairman	Executive and Non-Independent Director
Mr. Ravi Shankar Malviya	Member	Non-Executive and Independent Director
Mr. Bajrang Bahadur Pandey	Member	Non-Executive and 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. The members holding shares in physical form are requested to get their share certificates de-materialized by lodging them with their respective depository participant.

Consolidated Financial Statements:

As the Company does not have any subsidiary and operates in single segment , so it is not required to enclose consolidated financial statements or segment reporting.

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 31st March 2019.

- (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

Place: Lucknow	(Ritika Gupta)	(Rajiv Agarwal)	(Sanjay Kumar Bhutani)
Date : 30.05.2019	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 31.03.2019

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 nd floor, Y.M.C.A Complex, 13, RanaPratapMarg,Lucknow - 226001. Phone : 0522 - 2209401 Email:admin@aurumcapitalprojects.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial services Private Limited D-153/A, 1 st Floor, Okhla Industrial Area, Phase - 1, Delhi - 110020. Phone - 011 - 30857575 Email Id: info@skylinerta.com Website:www.skylinerta.com

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	Other credit granting services n.e.c	99711390	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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	226400	500	226900	7.06	226400	500	226900	7.06	-
b) Central Govt	-	-	-		-	-	-		-
c) State Govt(s)	-	-	-		-	-	-		-

d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	226400	500	226900	7.06	226400	500	226900	7.06	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Others - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	226400	500	226900	7.06	226400	500	226900	7.06	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	324500	324500	10.11	-	324500	324500	10.11	-
i) Indian	-	-	-	-	-	-	-	-	-

ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	500	291700	292200	9.11	500	291700	292200	9.11	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	365300	1915400	2280700	71.04	631900	1648800	2280700	71.04	-
c) Others (HUF)	-	86200	86200	2.68	-	86200	86200	2.68	-
Sub-total (B)(2)	365800	2617800	2983600	92.94	632400	2351200	2983600	92.94	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	365800	2617800	2983600	92.94	632400	2351200	2983600	92.94	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	592200	2618300	3210500	100	858800	2351700	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	128700	4.00	-	128700	4.00	-	-

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 total shares of the company	No. of shares	% of total shares of the company
1.	NIL				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company

			company		
1.	Suisse Holdings & Properties Pvt Ltd				
	At the beginning of the year	234500	7.30	234500	7.30
	At the end of the year	234500	7.30	234500	7.30
2.	Sanjeev Agarwal				
	At the beginning of the year	157050	4.89	157050	4.89
	At the end of the year	157050	4.89	157050	4.89
3.	Pravin Agarwal				
	At the beginning of the year	96500	3.00	96500	3.00
	At the end of the year	--	--	--	--
4.	Jai Prakash Singh				
	At the beginning of the year	93500	2.91	93500	2.91
	At the end of the year	--	--	--	--
5.	Salma Haroon				
	At the beginning of the year	90500	2.82	90500	2.82
	At the end of the year	90500	2.82	90500	2.82
6.	ArvindKumar Awasthi				
	At the beginning of the year	90000	2.80	90000	2.80
	At the end of the year	90000	2.80	90000	2.80
7.	AbhishekBhatnagar				
	At the beginning of the year	89100	2.77	89100	2.77
	At the end of the year	89100	2.77	89100	2.77
8.	Mohd. Zafar Khan				
	At the beginning of the year	88100	2.74	88100	2.74
	At the end of the year	88100	2.74	88100	2.74
9.	Jai Prakash Gupta				
	At the beginning of the year	87100	2.71	87100	2.71
	At the end of the year	87100	2.71	87100	2.71
10.	Rajesh Kumar				
	At the beginning of the year	86600	2.69	86600	2.69
	At the end of the year	86600	2.69	86600	2.69
11.	Shilpi Agarwal				
	At the beginning of the year	--	--	--	--

	At the end of the year	96500	3.00	96500	3.00
12.	Gita Mehrotra				
	At the beginning of the year	--	--	--	--
	At the end of the year	93500	2.91	93500	2.91

Note: The Company has not allotted any shares, issued bonus/sweat equity 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
	Rajiv Agarwal				
	At the beginning of the year	98200	3.06	98200	3.06
	At the end of the year	98200	3.06	98200	3.06
	Sanjay Kumar Bhutani				
	At the beginning of the year	128700	4.00	128700	4.00
	At the end of the year	128700	4.00	128700	4.00
	Ritika Gupta				
	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
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites	RITIKA GUPTA	600,000
		600,000	
		NIL	NIL

	(c) Profits in lieu of salary	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	-as % of profit	NIL	NIL
	-others , specify...	NIL	NIL
5	Others , please specify	NIL	NIL
	Total	600,000	600,000

B. REMUNERATION TO OTHER DIRECTORS - NIL

SN.	Particulars of Remuneration	Name of Directors	Total Amount
No remuneration has been drawn by 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				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	190,484	197,360	144,000	531,844
	(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	190,484	197,360	144,000	531,844

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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
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 : 30.05.2019

(Ritika Gupta)
Director
DIN - 01162997

(Rajiv Agarwal)
Director
DIN :01141517

(Sanjay Kumar Bhutani)
Director
DIN :01415528

ANNEXURE -A TO BOARD'S REPORT

Disclosure under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Particulars of Employees Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name(s) of Whole time Directors	Designation	Remuneration -year ended 31-03-2019 (In Rs.)	Remuneratio n- year ended 31-03-2018 (In Rs.)	% increase/ (Decrease) in remuneration *	Ratio of remuneration to median remuneration of employees	Ratio of the remuneration to Net Profit year ended 31-03-2019
Mrs. Ritika Gupta	Whole Time Director	6,00,000	Nil	NA	3.15: 1.00	3.24:1.00

Name(s) of Independent Directors	Remuneration - Year ended 31-03-2019 (In Rs.)	Remuneration in year ended 31-03-2018 (In Rs.)	% increase in remuneration
Mr.BajrangBahadur Pandey	0.00	0.00	--
Mr.Prabhat Krishna Gupta	0.00	0.00	--
Mr. Ravi Shankar Malviya	0.00	0.00	-

Name of Non-Executive Director	Remuneration - (In Rs.)*	Remuneration in year ended 31-03-2018 (In Rs.)	% increase in remuneration
Mr. Rajiv Agarwal	0.00	0.00	-
Mr. Sanjay Kumar Bhutani	0.00	0.00	-

For and on behalf of the Board of Directors

Signing as per Board resolution passed

Place: Lucknow
Date :30.05.2019

(Ritika Gupta)
Director
DIN - 01162997

(Rajiv Agarwal)
Director
DIN :01141517

(Sanjay Kumar Bhutani)
Director
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	<ol style="list-style-type: none"> 1. Rajiv Agarwal - Director 2. Sanjay Kumar Bhutani- Director 3. Ritika Gupta- Whole Time director 4. Pragyan Shree- Company Secretary 5. Sudhir Jaiswal- CEO 6. Geeta Mehrotra- CFO
2	Nature of contracts/arrangements/transaction	<ol style="list-style-type: none"> 1. Rent paid 2. Rent paid 3. Director Remuneration 4. Remuneration 5. Remuneration 6. Remuneration
3	Duration of the contracts/arrangements/transaction	<ol style="list-style-type: none"> 1. Contract Basis 2. Contract Basis 3. Contract Basis 4. Contract Basis 5. Contract Basis 6. Contract Basis
4	Salient terms of the contracts or arrangements or transaction including the value, if any	<ol style="list-style-type: none"> 1. 90,000/- 2. 90,000/- 3. 6,00,000/- p.a. 4. 1,97,360/-p.a. 5. 1,90,484/- p.a. 6. 1,44,000/- p.a.
5	Date of approval by the Board	31.05.2013
6	Amount paid as advances, if any	NIL

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

Place: Lucknow
Date :30.05.2019

(Ritika Gupta)
Director
DIN - 01162997

(Rajiv Agarwal)
Director
DIN :01141517

(Sanjay Kumar Bhutani)
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 31st MARCH 2019

To,
The Members,
Aurum Capital Projects Limited
(Formerly Viraj Credit Capital Limited)
2nd 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 31st March, 2019 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 31st March, 2019 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 Metropolitan 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: - NIL -

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 Board 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 Ravi Shankar Malviya	Additional Independent Director	24.03.2019
Shri Sudhir Jaiswal	CEO	30.03.2015
Ms. Pragyan Shree	Company Secretary	31.08.2017
Mrs. 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 views of dissenting members are captured & recorded as part of 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. 30.05.2018
 Second Qtr. 28.07.2018, 27.08.2018
 Third Qtr . 09.10.2018, 06.11.2018
 Fourth Qtr. 22.01.2019, 12.02.2019, 24.03.2019

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

- a. Audit Committee : Mr. Bajrang Bahadur Pandey (Chairman)
 Mr. Ravi Shankar Malviya (Member)
 Mr. Sanjay Kr. Bhutani (Member)
 Meetings : 20.04.2018, 30.05.2018, 28.07.2018, 06.11.2018, 12.02.2019
- b. Stakeholders Relationship Committee : Mr. Bajrang Bahadur Pandey (Chairperson)
 Mr. Ravi Shankar Malviya (Member)
 Mr. Rajiv Agarwal (Member)
 Meetings : 30.05.2018, 28.07.2018, 06.11.2018, 12.02.2019
- c. Nomination & Remuneration Committee : Mr. Bajrang Bahadur Pandey (Chairman)
 Mr. Ravi Shankar Malviya (Member)
 Mr. Rajiv Agarwal (Member)
 Meetings: 06.11.2018 & 15.03.2019.
- d. Risk Management Committee : Mrs. Ritika Gupta (Member)
 Mr. Bajrang Bahadur Pandey (Member)
 Mr. Ravi Shankar Malviya (Member)
 Meetings : 20.04.2018 and 12.02.2019.

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 Bhavya Taneja & Associates
Company Secretaries

Sd/-
(CS. Bhavya Taneja)
Proprietor
C.P. No.19427

Place: Lucknow
Date: 30.05.2019

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.

Annexure-A

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

Our report of even date is to be 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 Bhavya Taneja & Associates
Company Secretaries

Sd/-
(CS. Bhavya Taneja)
Proprietor
C.P. No. 19427

Place: Lucknow
Date: 30.05.2019

CEO and CFO Certification

We, Sudhir Jaiswal, CEO and Geeta Mehrotra, CFO of Aurum Capital Projects Limited, to the best of our knowledge and belief, hereby certify that :

(A) We have reviewed the financial statements and cash flow statements for the year at 31st March, 2019, and that based on our knowledge and belief :-

(i) these statements do not contain any materially untrue statements or omit to state any material fact or contain statements that might be misleading; and

(ii) these statements present a true and fair view of the listed entity's affair and are in compliance with existing accounting standards, applicable laws and regulations.

(B) There are, to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

(C) We along with Company's other certifying officers accept responsibility for establishing and maintaining internal controls for financial reporting and that we have:-

(i) evaluated the effectiveness of the internal control systems of the listed entity pertaining to the financial Reporting; and

(ii) disclosed to the auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(D) We have indicated to the auditors and the Audit Committee of the Company, the following:-

(i) Significant changes in internal control over financial Reporting during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial Reporting.

Sd/-	Sd/-
(Sudhir Kumar Jaiswal)	(Geeta Mehrotra)
Chief Executive Officer	Chief Financial Officer

Dated: 30.05.2019

Place: Lucknow

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[As per Clause 10(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations].

To,
The Members,
AURUM CAPITAL PROJECTS LIMITED,
(CIN - L67120UP1992PLC014607)
2ND Floor, YMCA Complex, 13 Rana Pratap Marg,
Lucknow-226001, U.P.

1. I have examined the status of directors for the year ended on March 31, 2019, pursuant to the provisions of Clause 10(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations").

2. It is neither an audit nor an expression of opinion regarding the legality of debarring or disqualification by the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs (MCA) or any such statutory authority.

3. Our examination was limited to a review of the relevant records of the Company and website of MCA, stock exchange(s), SEBI and other relevant statutory authority (ies) (specify) as specified in Annexure to this certificate and it is solemnly the responsibility of Directors to submit relevant declarations and disclosures with complete and accurate information in compliance with the relevant provisions.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the declarations and disclosures made by the Directors and the representation given by the Management, we certify that none of the directors on the board of Aurum Capital projects Limited, have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority during the year ended at March 31, 2019.

For BhavyaTaneja & Associates
Company Secretaries

Sd/-
(CS. BhavyaTaneja)
Proprietor
C.P. No.19427

Place: Lucknow
Date: 30.05.2019

Independent Auditor's Report

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

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying financial statement of **AURUM CAPITAL PROJECTS LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March 2019, 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.

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 Companies Act, 2013 ("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 2019, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

To our finding there are no key audit matters to communicate in our reports.

Information other than the Financial Statements and Auditor report thereon

The company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Financial Statements and our Auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 ;

- a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2019;
- b) In the case of Statement of Profit & Loss, of the profit for the year ended on that date;
- c) In the case of Cash Flow Statement, of the 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 Companies Act, 2013; 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 year end, and taken on record by the Board of Directors, none of the directors is disqualified as on year end, 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) The company does not has any pending litigations.
 - (ii) The company has not entered into any long term contracts including derivative contracts. Hence, the reporting on making provisions as required under any law or accounting standards, for material foreseeable losses does not arise, at present.
 - (iii) There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the company.

For S.N. Gupta & Associates
Chartered Accountants

Sd/-

(CA. S.N. GUPTA)
Mem. No: 072818
Firm's Regn No. 003817C

Date: 30.05.2019
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, 2019 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, the company has been regular in depositing its undisputed statutory dues, including Provident Fund, Income-tax, Sales-tax, Service Tax and other material statutory dues, as applicable, with the appropriate authorities.
 - 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 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.
- (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 S.N. Gupta & Associates
Chartered Accountants

Sd/-
(CA. S.N. GUPTA)

Dated: 30.05.2019
Place: Lucknow

Mem. No: 072818
Firm's Regn No. 003817C

"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 2019 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 authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 2019, 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 S.N. GPTA & Associates
Chartered Accountants

Sd/-

(CA. S.N. GUPTA)
Mem. No: 072818
Firm's Regn No. 003817C

Date: 30.05.2019
Place: Lucknow

AURUM CAPITAL PROJECTS LIMITED
(formerly Viraj Credit Capital Limited)
CIN : L67120UP1992PLC014607

BALANCE SHEET AS AT 31st MARCH, 2019

Particulars		Note No.	As at 31 March, 2019	As at 31 March, 2018
			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	(297,900)	(483,100)
			31,807,100	31,621,900
2	Non-Current liabilities			
	Deferred tax liabilities	3	(394)	2,382
	Long Term Provisions	4	244,161	242,956
			241,837	245,338
3	Current liabilities			
	Trade payables	5	176,629	176,629
	Other current liabilities	6	141,402	161,150
	Short-term provisions	7	85,380	148,217
			403,411	485,996
	TOTAL		32,454,278	32,353,234
B	ASSETS			
1	Non-current assets			
	Fixed assets			
	Tangible assets	8	67,617	84,525
			67,617	84,525
	Non-Current Investments	9	4,900,010	4,900,010
	Long-term loans and advances	10	17,066,368	16,584,391
	Other non-current assets	11	5,045,141	6,570,101
			27,011,519	28,054,502
2	Current assets			
	Trade Receivables	12	300,227	300,227
	Cash and Cash equivalents	13	5,074,914	3,913,979
			5,375,141	4,214,206
	TOTAL		32,454,278	32,353,234
	Notes on financial statements	1 to 19		

As per our attached report of even date

FOR S.N. GUPTA & ASSOCIATES

Chartered Accountants

Sd/-

(CA. S.N. GUPTA)

Membership No.072818

FRN - 03817C

For and on behalf of the Board of Directors

Sd/-

(RITIKA GUPTA)

Whole Time Director

DIN : 01162997

Sd/-

(RAJIV AGARWAL)

Director

DIN: 01141517

Sd/-

(SANJAY KR BHUTANI)

Director

DIN 01415528 .

Sd/-

(Geeta Mehrotra)

CFO

Sd/-

(Pragyan Shree)

Company Secretary

Place : Lucknow

Dated : 30.05.2019

AURUM CAPITAL PROJECTS LIMITED

(formerly Viraj Credit Capital Limited)CIN : L67120UP1992PLC014607

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019

Particulars		Note No.	For the year ended 31 March, 2019 Amount in Rs.	For the year ended 31 March, 2018 Amount in Rs.
A	<u>CONTINUING OPERATIONS</u>			
1	Revenue from operations	14	1,903,339	1,662,401
	Other Income	15	227,345	104,840
2	Total revenue (1+2)		2,130,684	1,767,241
3	Expenses			
	Employee benefits expense	16	1,307,699	646,572
	Finance costs	17	1,259	819
	Depreciation and amortization expense	8	16,908	16,908
	Other expenses	18	489,216	522,300
	Provision for Standard Assets		1,205	6,146
	Total expenses		1,816,196	1,192,745
4	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		314,488	574,496
5	Exceptional items		-	-
6	Profit / (Loss) before extraordinary items and tax (5 ± 6)		314,488	574,496
7	Extraordinary items		-	-
8	Profit / (Loss) before tax (7 ± 8)		314,488	574,496
9	Tax expense:			
	(a) Current tax expense for current year		85,380	148,217
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		46,684	71,655
	(d) Net current tax expense		132,064	219,872
	(e) Deferred tax		(2,776)	(1,358)
			129,288	218,514
10	Profit / (Loss) from continuing operations (9 ±10)		185,200	355,982
B	<u>DISCONTINUING OPERATIONS</u>			
11.i	Profit / (Loss) from discontinuing operations (before tax)		-	-
11.ii	Add / (Less): Tax expense of discontinuing operations		-	-
12	Profit / (Loss) from discontinuing operations (12.i ± 12.ii)		-	-
C	<u>TOTAL OPERATIONS</u>			
13	Profit / (Loss) for the year (11 ± 13)		185,200	355,982
14.i	Earnings per share (of 10/- each):			
	Basic		0.06	0.11
	Diluted		0.06	0.11
	Notes on financial statements	1 to 19		

As per our attached report of even date

FOR RAJEEV SIDDHARTH & ASSOCIATES

Chartered Accountants

(CA. RAJEEV SHARMA)

Membership No. 075346

FRN - 07032C

For and on behalf of the Board of Directors

(RITIKA GUPTA)(RAJIVAGARWAL)(SANJAY KR BHUTANI)

Whole Time Director Director

DIN : 01162997 DIN: 01141517 DIN 01415528

(GeetaMehrotra)

CFO

(Pragyan Shree)

Company Secretary

Place : Lucknow

Dated : 30.05.2018

AURUM CAPITAL PROJECTS LIMITED

(formerly Viraj Credit Capital Limited)

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH 2019

(Figures in Rupees)

Particulars	Year Ended <u>31.03.2019</u>	Year Ended <u>31.03.2018</u>
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & Extraordinary Items	314,488	574,496
Adjustments for:-		
Depreciation	16,908	16,908
Provision for Advances	1208	6,146
Finance cost	1259	819
Operating Capital before Working Capital Changes	333860	598,369
Adjustments for change in Working Capital		
Add: Increase in C.L and Decrease in C.A		
Trade Payables & Other Liabilities	(82,585)	58,497
Trade & Other Receivables	-	110,000
Cash Generated from Operations	(82585)	168,497
Income Tax Paid	132064	219,872
Cash Flow before Extraordinary Items	119,211	546,994
Extraordinary Items	-	-
Net Cash from Operating Activities	119,211	546,994
B. CASH FLOW FROM INVESTING ACTIVITIES		
CapitalExpenditure on Fixed Assets	-	-
(Increase)/ Decrease in Investment	-	-
Increase/(decrease) in Non Current Assets	1,524,960	3,074
Loan & Advances	(4,81,976)	(4,779,575)
Net Cash used in investing	10,42,984	4,776,501
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds from Borrowings	-	-
Proceed From short term borrowings	-	-
Finance cost	1,259	819
Net Cash used in Financing Activities	1,259	819
Net Increase/(Decrease) in Cash and		
Cash Equivalents (A+B+C)	1,160,935	(4,230,326)
Cash & Cash Equivalents at the beginning of the year	3,913,979	8,144,305
Cash and Cash Equivalents at the closing of the year	5,074,914	8,144,305

As per our attached report of even date
for **S.N. GUPTA & ASSOCIATES(FRN- 03817C)**
Chartered Accountants

for and on behalf of the Board

(CAS.N. GUPTA)
Membership No. 072818

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

Place: Lucknow
Dated : 30.05.2019

(GeetaMehrotra)
CFO

(Pragyanshree)
Company Secretary

NOTE - 1 SHARE CAPITAL

AUTHORISED SHARE CAPITAL

3500000 Equity Shares of Rs. 10/- each(P.Y 3500000 Equity Shares of Rs. 10/- each)	35,000,000	35,000,000
	35,000,000	35,000,000

ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL

3210500 Equity Shares of Rs. 10/- each (P.Y 3210500 Equity Shares of Rs. 10/- each)	32,105,000	32,105,000
--	------------	------------

TOTAL ISSUED, SUBSCRIBED AND PAID UP CAPITAL	32,105,000	32,105,000
---	-------------------	-------------------

a. Reconciliation of the Equity shares outstanding at the beginning and at the end of reporting period

	No. of shares	No. of shares
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. Terms & Rights attached to Equity Shares :

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

c. Shares Issued for consideration other than cash :- NIL

d. Shareholders holding more than 5% shares in the company :

		As at 31.03.2019	As at 31.03.2018
NAME		No. of shares / %	No. of shares / %
1	Suisse Holdings & Properties Pvt Ltd	2,34,500 / 7.3	2,34,500 / 7.3

NOTE - 2 RESERVES & SURPLUS

Statutory Reserve

Balance as per the last financial statements	238,540	167,344
Less : Transferred back from Surplus in Statement of P/L A/c	37,040	71,196
	275,580	238,540

SURPLUS IN STATEMENT OF PROFIT & LOSS ACCOUNT

Balance as per last financial statements	(721,640)	(1,006,426)
Add / (Less) : Profit/ (Loss) during the year	185,200	355,982
Less : Transferred to Statutory Reserve	(37040)	(71,196)
TOTAL RESERVES & SURPLUS	(297,900)	(483,100)

NOTE - 3 DEFERRED TAX LIABILITIES

Balance as per last financial statements :

On account of depreciation on fixed assets	2,382	3,740
On account of timing differences in recognition of expenditure	-	-
	2,382	3,740

Add/(Less) : Addition/(write back) of provision during the year :

On account of depreciation on fixed assets	(2,776)	(1358)
On account of timing differences in recognition of expenditure	-	-
TOTAL DEFERRED TAX LIABILITIES	-394	2,382

NOTE - 4 LONG TERM PROVISIONS :

Provision for standard Assets	42,161	40,956
Provision for sub standard Assets	202,000	202,000
TOTAL LONG TERM PROVISIONS	244,161	242,956

NOTE - 5 TRADE PAYABLES

To Micro, Small and Medium Enterprises	-	-
Others	176,629	176,629
TOTAL TRADE PAYABLES	176,629	176,629

NOTE - 6 OTHER CURRENT LIABILITIES

Expenses payable	126,402	161,150
Statutory/ Other Liabilities	15,000	
TOTAL OTHER CURRENT LIABILITIES	141,402	161,150

NOTE - 7 **SHORT TERM PROVISIONS :**

Provision for Taxation	85,380	148,217
TOTAL SHORT TERM PROVISIONS	85,380	148,217

NOTE - 9 **NON CURRENT INVESTMENTS**

Investment in Equity Instruments

Unquoted - Fully Paid Up (Valued at Cost)

GyanCircuitronics 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
SonuColonisers Private Limited	2,500,000	2,500,000
TOTAL NON CURRENT INVESTMENTS	4,900,010	4,900,010

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

Loans & advances	17,066,368	16,584,391
TOTAL OTHER LONG TERM ADVANCES	17,066,368	16,584,391

Additional information :

1. Breakup of above:

Secured, considered good	771,979	9,90,760
Unsecured, considered good	16,092,389	15,391,631
Doubtful	202,000	202,000
Total	17,066,368	16,584,391
Less: Provision for Doubtful advances	202,000	202,000
Less: Provision for Standard advances	42,161	40,956
	16,822,207	16,341,435

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**

Tax Deducted at Source / Advance Tax	96,641	145,101
Other receivables	4,948,500	6,425,000
TOTAL OTHER NON CURRENT ASSETS	5,045,141	6,570,101

Additional information :

1. Breakup of above:Unsecured, considered good	5,045,141	6,570,101
	5,045,141	6,570,101

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	300,227
Doubtful	-	-
Total	300,227	300,227

Outstanding for a period less than six months:

Unsecured, considered good	-	110,000
	-	110,000

TOTAL TRADE RECEIVABLES

	300,227	410,227
--	---------	---------

NOTE - 13 **CASH AND CASH EQUIVALENTS**

Balances with banks :

- in current accounts with bank	1,400,001	1,902,242
- in Fixed Deposits	3,651,789	1,965,382
Cash on hand	23,124	46,355
TOTAL CASH AND CASH EQUIVALENTS	5,074,914	3,913,979

NOTE - 14	<u>REVENUE FROM OPERATIONS</u>		
Interest Earned		1,903,339	1,662,401
	TOTAL REVENUE FROM OPERATIONS	1,903,339	1,767,241
NOTE - 15	<u>OTHER INCOME</u>		
Consultancy Fees Received		133,500	-
Interest on Bank Deposits		93,845	104,840
	TOTAL REVENUE FROM OPERATIONS	277,345	-
NOTE - 16	<u>EMPLOYEE BENEFITS EXPENSE</u>		
Salaries and wages		1,291,564	612,550
Staff Welfare Expenses		16,045	34,022
	TOTAL EMPLOYEE BENEFITS EXPENSE	1,307,609	646,572
NOTE - 17	<u>FINANCE COSTS</u>		
Bank Charges		1,259	819
	TOTAL FINANCE COSTS	1,259	819
NOTE - 18	<u>OTHER EXPENSES</u>		
Rent		180,000	150,000
Website Maintenance Expenses		4206	-
Listing fees			-
Office Maintenance		7,680	35,939
Meeting & Related Expenses		52,990	78,231
Professional & Legal fees		13,210	25,301
Miscellaneous expenses		23,839	28,192
Communication Expenses		5,491	3,759
Traveling & Conveyance Expenses		20,707	73,582
Fees & Taxes		145,603	72,400
Payment to the auditors			
- as auditor		20,650	17,700
Postage Expenses		4,687	12,501
Printing & Stationery Expenses		10,153	24,695
	TOTAL OTHER EXPENSES	489,216	522,300

NOTE : 19

NOTES FORMING PART OF FINANCIAL STATEMENTS for the year ended 31st March 2019

COMPANY OVERVIEW

The company is a public limited company registered under the Companies Act 1956 and is listed on the Metropolitan Stock Exchange. The company is a non deposit accepting NBFC registered with the RBI

A. SIGNIFICANT ACCOUNTING POLICIES :

1. The financial statements have been prepared under the historical Cost Convention method accordance with the generally accepted accounting principles and the provisions of the Companies Act 2013 and rules made thereunder , as amended as adopted by the Company.
2. The company adopts accrual basis of accounting.
3. 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. Investments comprise of unlisted shares have been valued at cost.

5. Advances have been classified as per applicable prudential norms laid down by Reserve Bank of India and provision made on standard, sub-standard and doubtful assets as per extant guidelines.

6. 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.

7. 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. a) Contingent Liability- NIL
b) Estimated amount of contracts remaining to be executed on Capital Account -Nil

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 company has paid managerial remuneration of Rs. 11,31,844/- during the year. The directors have also waived the sitting fees for meeting attended by them during the year.

5. In the opinion of the management 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.

6. The balances of loans and advances granted by the company are subject to confirmation from the respective parties.

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. The company has transferred a sum of Rs. 37040/- towards Statutory Reserve in terms of section 45-IC of the RBI Act, 1934 being 20% of the Net Profit after tax for the year.

9. Earning per share : Calculation of EPS (Basic & Diluted)

Particulars	Equivalent No. of Shares	
	Year ended 31.03.2019	Year ended 31.03.2018
Basic & Diluted		
Total shares Outstanding	3210500	3210500
Profit after Taxes	185,200	355982
EPS - Basic	0.06	0.11
EPS - Diluted	0.06	0.11

10. Contingent liabilities not accounted for : Nil

11. RELATED PARTY DISCLOSURES :

I. List of related parties : Details of related parties

Sr. No	Category	Name of Related party
1.	Directors	Ms. Ritika Gupta Mr. Rajiv Agarwal Mr. Sanjay Kumar Bhutani Mr. BajrangBahadur Pandey Mr. Prabhat Krishna Gupta Mr. Ravi Shankar Malviya
2.	Key management Personnel	Mr. SudhirJaiswal, CEO Ms. Pragyan Shree, Company Secretary Ms. Geeta Mehrotra, CFO

II. Details of related parties with whom transactions are there :

Sr. No	Name of Party	Nature of transactions (excl. reimbursements)	Amount (in Rs)
1.	Mr. Rajiv Agarwal	Rent	90000.00
2.	Mr. Sanjay Kr. Bhutani	Rent	90000.00
3.	Mrs. Ritika Gupta	Remuneration	600000.00
4.	Ms. Pragyan Shree	Remuneration	197360.00
5.	Mr. Sudhir Jaiswal	Remuneration	190484.00
6.	Mrs. Geeta Mehrotra	Remuneration	144000.00

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	47,500	-
2.	Mr. Sanjay Kr. Bhutani	Payables	47,500	-

12. 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.

13. 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 S.N. GUPTA & ASSOCIATES
Chartered Accountants

for & On behalf of Board

(C.A.S.N. GUPTA)
Mem. No.072818
(FRN - 03817C)

(Ritika Gupta)
Whole-Time Director
DIN - 01162997

(Rajiv Agarwal)
Director
DIN - 01141517

(Sanjay Kr. Bhutani)
Director
DIN - 01415528

(GeetaMehrotra)
CFO

(Pragyan Shree)
Company Secretary

Place :Lucknow
Dated :30.05.2019

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

Particulars			
Liabilities side :		(Amount in Rs.)	
(1)	Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid; (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits*) (b)Deferred Credits (c)Term Loans (d) Inter-corporate loans and borrowing (e)Commercial Paper (f)Other Loans (specify nature)	Amount outstanding Nil	Amount overdue Nil
Assets side :			
		Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] : (a)Secured (b)Unsecured	_____	_____
			771,979
			16,294,389
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors : (a) Financial lease (b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets		Nil
	(iv)Other loans counting towards AFC activities (a) Loans where assets have been repossessed. (b) Loans other than (a) above		Nil
(4)	Break-up of Investments : <u>Current Investments :</u> 1. <u>Quoted :</u> (i) Shares : (a) Equity (b) Preference		Nil
	(ii)Debentures and Bonds (iii)Units of mutual funds (iv)Government Securities (v)Others (please specify)		Nil
	2. <u>Unquoted :</u> (i)Shares : (a) Equity (b) Preference		Nil
	(ii) Debentures and Bonds		Nil

	(iii)Units of mutual funds (iv)Government Securities (v)Others (please specify)			Nil Nil Nil
	Long Term Investments :			
	1. <u>Quoted :</u>			Nil
	(i) Shares : (a) Equity (b) Preference			Nil
	(ii) Debentures and Bonds			Nil
	(iii)Units of mutual funds			Nil
	(iv)Government Securities			Nil
	(v)Others (please specify)			
	2. <u>Unquoted :</u>			
	(i)Shares : (a) Equity (b) Preference		49,00,010	Nil
	(ii) Debentures and Bonds			Nil
	(iii)Units of mutual funds			Nil
	(iv)Government Securities			Nil
	(v)Others (please specify)			Nil
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related parties	771,979	16,294,389	17,066,368
	Total	771,979	16,294,389	17,066,368
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
	1. Related Parties		-	-
	(a) Subsidiaries		-	-
	(b) Companies in the same group		-	-
	(c) Other related parties		-	-
	2. Other than related parties		7,627,612	4,900,010
	Total		7,627,612	4,900,010

(7) **Other information**

	Particulars	Amount
(i)	Gross Non-Performing Assets	

	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	202,000
(iii)	Assets acquired in satisfaction of debt	-

For S.N. GUPTA & ASSOCIATES
Chartered Accountants

for & On behalf of Board

(CA.S.N. GUPTA)
Mem. No.072818
(FRN - 03817C)

(Ritika Gupta)
Whole-Time Director
DIN - 01162997

(Rajiv Agarwal)
Director
DIN - 01141517

(Sanjay Kr. Bhutani)
Director
DIN - 01415528

(Geeta Mehrotra)
CFO

(Pragyan Shree)
Company Secretary

Place :Lucknow
Dated :30.05.2019

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 27thAnnual General Meeting of the company, to be held on Monday the 30th day of September, 2019 at 10.00 A..M. at Anarkali Hall, Hotel Clarks Awadh, Near Parivartan Chowk, Hazratganj, 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 31 st March, 2019			
2.	Ratification of appointment of M/s S.N. Gupta & Associates, Chartered Accountants (Firm Registration number003817C) as Statutory Auditors			
3.	To appoint a Director in place of Mr. Rajiv Agarwal, who retires by rotation & being eligible offers himself for re-appointment.			
4.	To appoint Mr. Ravi Shankar Malviya as an Independent Director			

* 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

27th Annual General Meeting on Monday the 30th September 2019 at Anarkali Hall, Hotel Clarks Awadh, Near Parivartan Chowk, Hazratganj, Lucknow-226001 at 10.00A.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 **27th Annual General Meeting on Monday the 30th September 2019 at Anarkali Hall, Hotel Clarks Awadh, Near Parivartan Chowk, Hazratganj, Lucknow-226001 at 10.00A.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