

# **Purshottam Investofin Limited**

**Annual Report 2014-15**

## **Registered Office :**

1417, 14TH FLOOR, 38,  
ANSAL TOWER, NEHRU  
PLACE, NEW DELHI-  
110019

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# Vision

To be a leading  
financial  
services provider,  
admired  
and respected for  
ethics,  
values and corporate  
governance

## FORM A

### Covering Letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company	Purshottam Investofin Limited
2	Annual Financial Statements for the year ended	March 31 <sup>st</sup> , 2015
3	Type of Audit Observation	Un-qualified/ <del>Matter of Emphasis</del>
4	Frequency of Observation	Not Applicable

For **Purshottam Investofin Limited**

Sd/-  
Deependra Singh Negi  
Chief Financial Officer

Sd/-  
Pravin Santlal Jain  
Managing Director  
(DIN-01318161)

Sd/-  
Robin Garg  
Chairman (Audit Committee)  
(DIN-2400919)

Sd/-  
For M/s. STRG & Associates,  
Chartered Accountants,  
(FRN.: 014826N)

Rakesh Gupta  
Partner  
M.No.- 094040

# PURSHOTTAM INVESTOFIN LIMITED

Regd. off: 1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019

Ph. & Fax No. 011-47581473

CIN: L65910DL1988PLC033799

Email ID: [info@purshottaminvestofin.in](mailto:info@purshottaminvestofin.in)

Website: [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)

## NOTICE

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of **Purshottam Investofin Limited** will be held at Bipin Paul Chandra Memorial Auditorium, A-81, Chittranjan Park, New Delhi-110019 on **Tuesday, the 1<sup>st</sup> day of September, 2015** at 10.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sushil Kumar (DIN: 02171252), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Statutory Auditors:**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 ('Act') and other applicable provisions and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Messrs. STRG & Associates, Chartered Accountants (FRN.: 014826N), Membership No. 094040, Delhi, as Statutory Auditors upto the conclusion of thirty first (31<sup>st</sup>) annual general meeting be and is hereby ratified and confirmed and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with Auditors.”

### SPECIAL BUSINESS

4. **Appointment of Ms. Swati Sharma (DIN- 06757066) as a Director (Women Director) of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** Ms. Swati Sharma, who was appointed as an Additional Director with effect from October 15th, 2014 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Director (Women Director) of the company, liable to retire by rotation."

**5. Appointment of Mr. Ravi Jaipuria (DIN- 00598138) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ravi Jaipuria (DIN- 00598138), who was appointed as an Additional Director with effect from 23<sup>rd</sup> April, 2015 on the Board of the Company, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from **02<sup>nd</sup> September, 2015 to 31<sup>st</sup> August , 2020** and he shall not be liable to retire by rotation."

**6. Appointment of Mr. Suraj Chokhani (DIN- 03547280) as an Independent Director of the Company**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Suraj Chokhani (DIN- 03547280), who was appointed as an Additional Director with effect from 23<sup>rd</sup> April, 2015 on the Board of the Company, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section

149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from **2<sup>nd</sup> September, 2015 to 31<sup>st</sup> August , 2020** and he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to invest and deploy the funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) in one or more tranches, provided that the aggregate of above investments shall not exceed the limit of Rs. 50 Crores (Rupees Fifty crores only) outstanding at any one time, under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person."

**Regd. Office:**

1417, 14th Floor, 38,  
Ansal Tower, Nehru Place,  
New Delhi-110019

Dated: 3<sup>rd</sup> August, 2015

By Order of the Board  
**For PURSHOTTAM INVESTOFIN LTD.**

**Sd/-**  
**(SARITA AGGARWAL)**  
*Company Secretary &*  
*Compliance Officer*

## NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

**2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the 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 and such person shall not act as a proxy for any other person or shareholder.

3. A statement giving relevant details of the directors seeking appointment/reappointment under Item Nos. 4, 5 and 6 of the accompanying notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange is annexed herewith.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Information required under Clause 49 IV (G) (i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.

7. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 26<sup>th</sup> August, 2015 to Tuesday September 1<sup>st</sup>, 2015 (both days inclusive).

8. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s MAS Services Ltd., T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print these details on the dividend warrants; and (b) change in their address, if any, with pin code number. The following information to be incorporated on the dividend warrants may be furnished:

- i) Name of Sole/First joint holder and the folio number.
- ii) Particulars of Bank Account, viz.
- iii) Name of the Bank
- iv) Name of the Branch
- v) Complete address of the Bank with Pin Code number
- vi) Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.)

9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

10. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.

11. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.

12. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 24<sup>th</sup> August, 2015.

13. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

14. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at Mumbai and Delhi. The Company has paid the annual listing fee for the year 2014-15 to the above stock exchange(s).

15. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

16. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

17. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of “Unclaimed Suspense Account”.

18. As a part of “Green initiative in the Corporate Governance”, The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors’ Report, Directors’ report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).

19. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company’s website [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: [info@purshottaminvestofin.in](mailto:info@purshottaminvestofin.in)

## **20. Voting through electronic means**

**A.** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 26<sup>th</sup> 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 National Securities Depository Limited (NSDL).

**B.** 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.

C. 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.

D. The remote e-voting period commences on Saturday, August 29<sup>th</sup>, 2015 (09:00 am) and ends on Monday, August 31<sup>st</sup>, 2015 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 25<sup>th</sup>, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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 procedure and instructions for members for remote e-voting are as under:**

**I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**

- a. Open e-mail and open PDF file viz. "Purshottam e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Purshottam Investofin Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in.

**II. In case of Members receiving Physical copy of Notice of 26<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided at the bottom of the Attendance Slip for the 26<sup>th</sup> AGM
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- E.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- F.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- G.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- H.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 25<sup>th</sup>, 2015.
- I.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 25<sup>th</sup>, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- J.** For as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- K.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- L.** The Scrutinizer shall after the conclusion of voting at the AGM, 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.

**M.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

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

### **Item No. 4**

Ms. Swati Sharma was appointed as Additional Director by the Board of Directors in its meeting held on 15<sup>th</sup> October, 2014. Pursuant to Section 161 of the Companies Act, 2013 ('Act') read with Articles of Association of the Company, Ms. Swati Sharma is entitled to hold office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act from a member along with the deposit of requisite amount proposing the candidature of Ms. Swati Sharma for the office of Executive Director.

Ms. Swati Sharma, aged 29 years, has an overall experience of about 11 years in Financial Analysis. She has done her graduation in commerce from Delhi University. Her main areas of practice are conducting financial due diligence and general corporate advisory.

The Company has received from Ms. Swati Sharma (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that, Ms. Swati Sharma proposed to be appointed as Executive Director fulfils the conditions specified in the Act and Rules made thereunder. A copy of the draft letter of appointment of Ms. Swati Sharma as an Executive Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Ms. Swati Sharma, no other Director or key management personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Ms. Swati Sharma as Executive Director of the Company for three consecutive years for a term upto 31<sup>st</sup> August, 2018 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that she shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item No.4 for the approval of the members.

#### **Item No. 5**

Mr. Ravi Jaipuria was appointed as Additional Director by the Board of Directors in its meeting held on 23<sup>rd</sup> April, 2015. Pursuant to Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, Mr. Ravi Jaipuria is entitled to hold office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act from a member along with the deposit of requisite amount proposing the candidature of Mr. Ravi Jaipuria for the office of Independent Director.

Mr. Ravi Jaipuria, aged 53 years, has done his graduation from Kolkata. He is also on the Board of Lipi Digital Limited, Tracom Properties Private Limited and I-Bridge Network Private Limited.

The Company has received from Mr. Ravi Jaipuria (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that, Mr. Ravi Jaipuria proposed to be appointed as Independent Director fulfils the conditions specified in the Act and Rules made thereunder and that he is Independent of the management. A copy of the draft letter of appointment of Mr. Ravi Jaipuria as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Ravi Jaipuria, no other Director or key management personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Ravi Jaipuria as Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> August, 2020 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item No.6 for the approval of the members.

#### **Item No. 6**

Mr. Suraj Chokhani was appointed as Additional Director by the Board of Directors in its meeting held on 23<sup>rd</sup> April, 2015. Pursuant to Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, Mr. Suraj Chokhani is entitled to hold office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act from a member along with the deposit of requisite amount proposing the candidature of Mr. Suraj Chokhani for the office of Independent Director.

Mr. Suraj Chokhani, aged 36 years, has done his graduation from Kolkata. He is also on the Board of Urban Merchantile Private Limited.

The Company has received from Mr. Suraj Chokhani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that, Mr. Suraj Chokhani proposed to be appointed as Independent Director fulfils the conditions specified in the Act and Rules made thereunder and that he is Independent of the management. A copy of the draft letter of appointment of Mr. Suraj Chokhani as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Suraj Chokhani, no other Director or key management personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Suraj Chokhani as Independent Director of the Company for five consecutive years for a term upto 31<sup>st</sup> August, 2020 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item No.6 for the approval of the members.

#### **Item No. 7**

The Board of Directors of the Company in the earlier meetings approved the proposal to invest and deploy the surplus funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially

convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) or body/(ies) upto the permissible limit covered u/s 372A of the Companies Act, 1956 (Corresponding to Section 186 of the Companies Act, 2013).

Pursuant to Section 186 (2) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors is authorized to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained. At present, the Company's investments in various securities are in the region of Rs. 6 - 7 Crores

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 (2) and other applicable provisions of the Act, as set out at Item No.7 of the Notice, to enable to the Board of Directors to deploy the surplus funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) or body/(ies) upto a limit of 50 Crores (Rupees Fifty Crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Regd. Office:**

1417, 14th Floor, 38,  
Ansal Tower, Nehru Place,  
New Delhi-110019  
Dated: 3<sup>rd</sup> August, 2015

By Order of the Board  
**For PURSHOTTAM INVESTOFIN LTD.**

**Sd/-**  
**(SARITA AGGARWAL)**  
*Company Secretary &  
Compliance Officer*

**ANNEXURE TO ITEMS 4, 5 & 6 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

<b>As on 31<sup>st</sup> March, 2015</b>			
<b>Name of Director</b>	<b>Ms. Swati Sharma</b>	<b>Mr. Ravi Jaipuria</b>	<b>Mr. Suraj Chokhani</b>
<b>Date of Birth</b>	26.08.1985	30.09.1962	03.12.1979
<b>Nationality</b>	Indian	Indian	Indian
<b>Qualification</b>	B.COM	B.COM	B.COM
<b>Date of Appointment</b>	15.10.2014	23.04.2015	23.04.2015
<b>No. of shares held in the Company</b>	NIL	NIL	NIL
<b>List of Directorship held in other Companies</b>	Not Applicable	1. Lipi Digital Limited.; 2. Tracom Properties Private Limited; 3. I-Bridge Network Private Limited;	1. Urban Mercantile Private Limited
<b>Chairman/Member of Committees of Board of Directors in public companies</b>	NIL	NIL	NIL
Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders Relationship Committee of public Limited Companies (whether Listed or not).			

# PURSHOTTAM INVESTOFIN LIMITED

Regd. off: 1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019

Ph. & Fax No. 011-47581473

CIN: L65910DL1988PLC033799

Email ID: [info@purshottaminvestofin.in](mailto:info@purshottaminvestofin.in)

Website: [www.purshottaminvestofin.in](http://www.purshottaminvestofin.in)

## ATTENDANCE SLIP

**26<sup>th</sup> Annual General Meeting on 1st September 2015 at 10.00 a.m.**

<b>Regd. Folio No./ *DP ID/* Client ID</b>	
<b>No. of Equity Shares held</b>	

<b>Name of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	

1. I/We hereby record my / our presence at the 26th Annual General Meeting of the members of the Company held on Tuesday, 1<sup>st</sup> Day of September, 2015 at 10.00 A.M. at Bipin Paul Chandra Memorial Auditorium, A-81, Chittranjan Park, New Delhi-110019.

2. Signature of the Shareholder/Proxy Present

3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

.....XXXXX.....XXXXXX.....XXXXX.....

### ELECTRONIC VOTING PARTICULARS

**E Voting Event Number  
(EVEN)**

**User ID**

**Password**

Note: Please read the instructions provided in Notice dated August 03<sup>rd</sup>, 2015 of the 26th Annual General Meeting. The Voting period starts from 9.00 a.m. on Saturday, August 29, 2015 and ends at 5.00 p.m. on Monday, August 31, 2015. The voting module shall be disabled by NSDL for voting thereafter.

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## 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:
Email Id: _____ Folio No./Client Id: _____ DP ID: _____

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1.	Name Address: E-mail Id: Signature:
2.	Name Address: E-mail Id: Signature:
3.	Name Address: E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company to be held on September 1<sup>st</sup>,2015 at 10.00 am

Resolution No.	Particulars
<b>Ordinary Business</b>	
1	To receive, consider and adopt the audited Balance Sheet of the Company as at 31 <sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Shri Sushil Kumar (DIN: 02171252), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ratification of appointment of statutory auditors

<b>Special Business</b>	
4	Appointment of Ms. Swati Sharma (DIN- 06757066) as a Director (Women Director) of the Company
5	Appointment of Mr. Ravi Jaipuria (DIN- 00598138) as an Independent Director of the Company
6	Appointment of Mr.Suraj Chokhani (DIN-03547280) as an Independent Director of the Company
7	Approval for investment upto 50 Crore.

Signed this..... day of..... 2015

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s)\_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Please Affix Re.1/- Revenue Stamp and sign across
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## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

Mr. Suraj Chokhani	Chairman (Additional, Independent Director)
Mr. Pravin Santlal Jain	Managing Director
Mr. Bharat Bhushan Bansal	Director
Mr. Sushil Kumar	Director
Mr. Naman Jain	Director
Mr. Atul Singla	Independent Director
Ms. Swati Sharma	Additional Director
Mr. Ravi Jaipuria	Additional Director (Independent Director)

### **CHIEF FINANCIAL OFFICER**

Mr. Deependra Singh Negi

### **COMPANY SECRETARY**

Ms. Sarita Aggarwal

### **STATUTORY AUDITORS**

M/s STRG & Associates  
348, 1<sup>st</sup> Floor, Tarun Enclave, Pitampura  
New Delhi- 110088

### **INTERNAL AUDITORS**

M/s MAKS & CO.  
Shop No. 301, 3<sup>rd</sup> Floor,  
Vikas Surya Tower, Sector-12, Dwarka  
New Delhi-110075

### **REGISTRAR AND SHARE TRANSFER AGENT**

MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area, Phase-II  
New Delhi-110020

### **SECRETARIAL AUDITORS**

M/s Kundan Agrawal & Associates  
H-23A, 204 Kamal Tower, Near Sai Mandir,  
Vikas Marg, Laxmi Nagar, Delhi-110092

### **REGISTERED OFFICE**

1417, 14th Floor, Ansal Tower,  
38, Nehru Place  
New Delhi-110019

# MANAGEMENT DISCUSSION AND ANALYSIS

The year 2014 has been a landmark year in the history of Indian Politics as the new NDA government came into power and formed the government with sweeping majority.

The magnitude of the mandate has ignited hopes that the new government would be able to implement reforms for greater growth in the future. The first quarter of FY15 saw a surge in investor sentiments that was triggered by the ascent to power of the NDA.

The new government presented the Budget for the FY15-16 which focused on growth, weaker sections and social security and at the same time, fiscal responsibility was maintained. A bulk of the Budget spending was directed towards infrastructure rather than consumption and subsidies and, as a result, the quality of the deficit has improved too. Some proposals that will drive growth include investments worth ` 7,00,000 million in infrastructure and the roadmap for constructing six crore houses. At the same time, stated investments for one lakh kilometres of roads will contribute towards hastening development. Towards augmenting financial inclusion, the government launched the Pradhan Mantri Jan- Dhan Yojana (PMJDY) in August 2014, a scheme which envisages universal access to banking facilities with at least one basic banking account for every household, financial literacy and access to credit and insurance. During the year, the government also tried to give a fillip to MSME sector, which contributes to 37.5% of the country's GDP, through various programmes, including the Prime Minister's Employment Generation Programme, Micro and Small Enterprises-Cluster Development Programme, Credit Guarantee Fund Scheme for Micro and Small Enterprises, Performance and Credit Rating Scheme, Assistance to Training Institutions, and Scheme of Fund for Regeneration of Traditional Industries, amongst others. The Economic Survey acknowledged that these 36.1 million entities have a critical role in boosting industrial growth and ensuring the success of the 'Make in India' programme.

Riding on the wave of optimism, growth picked up during FY15, according to figures released by the Economic Survey, which pointed out that the service sector, particularly financing, insurance, real estate and business services have been the most dynamic sectors in the economy in recent years. The improvement in the macroeconomic parameters was evident as the GDP growth picked up after past 2 years of poor results. During FY14, the GDP growth was well below 5% and has shown recovery from the first quarter of FY15 where the GDP growth rate moved to 5.7%. The World Bank has estimated that the GDP growth for India for the year FY15-16 would be around 7.5%, as per the new series of calculating GDP (part GDP data not comparable).

The measures and policies taken by the RBI have controlled the inflation in India. In April 2014, the CPI was at 8.48% which has been come down significantly after the new Government has been formed at the Centre. During the latter half of the FY15, the CPI has been maintained well below 5.5%. This has been a significant achievement which has impacted the common man positively.

On the monetary front, the RBI kept policy rates unchanged until December 2014, despite easing in inflationary trends. The central bank later cut repo rates twice, by a total of 50 basis points, bringing it down to 7.50% and signaling a softening in its monetary policy stance. Despite this initiation of monetary easing, the real impact will be seen over the next 12 months as it translates into lower interest rates. The RBI clarified that the major determinants of further rate cuts would be the transmission of the rate reductions and food inflation. Nevertheless, interest rates are bound to continue to trend downwards as inflation has come down significantly and steadily and the CAD, fiscal deficit and oil are under control.

Looking ahead, it appears that the economy is headed for an up cycle of growth as interest rates are trending downward and inflation has been reigned in. These macro indicators, coupled with buoyant business and consumer sentiments bode well for the near-term future of the economy.

# PERFORMANCE AND POLICIES OF THE NBFC SECTOR

This has resulted in healthier competition among companies within the sector. The asset base of the NBFC sector stood at Rs. 1,27,01,000 million in FY14, and represents 14.3% of banking assets in FY14.

According to a report titled 'NBFC Sector - Trends, Regulatory Framework and Way Forward' by CARE Ratings, the Capital Adequacy Ratio (CAR) for the NBFC sector is comfortable both on a Total CAR as well as on a Tier ICAR basis. However, the profitability of companies in the sector has been impacted on account of the past's slowdown in economic growth, which also impacted NBFCs' asset quality. Nevertheless, the resource profile of NBFCs continues to be stable with around 34% of total borrowing coming from capital market sources including NCDs, subordinated debt, preference shares, etc and 31% from bank funding.

## **Policy initiatives during FY15 that impact NBFCs in general:**

- The RBI circulated new norms for the sector, titled 'Revised Regulatory Framework for NBFCs' on November 10, 2014. These were aimed at strengthening the structural profile of NBFCs and, at the same time, safeguarding the interests of the depositors. The rules related to minimum net owned funds were tightened and the deposit acceptance ratio, capital norms, asset classification rules and corporate governance norms were made more stringent.
- Budget 2015-16 proposed that NBFCs with assets of Rs. 5,000 million and above will be treated as financial institution under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act 2002. This initiative will bring about parity in regulation for NBFCs registered with the RBI and other financial institutions, in matters relating to recovery.
- With respect to lending against shares, NBFCs are now required to maintain an LTV ratio of 50% and accept only Group 1 securities (specified by SEBI) as collateral for loans with values of more than ` 5 lakh, subject to review. Further, all NBFCs with asset sizes of ` 1,000 million and above are required to report on-line to stock exchanges, information on the shares pledged in their favor, by borrowers availing loans.
- The RBI has accredited SME Rating Agency of India Ltd. (SMERA) as an 'approved credit rating agency' for the purpose of rating fixed deposits of NBFCs. Accordingly, NBFCs may also use the ratings of SMERA for the purpose of rating their Fixed Deposits. The Minimum Investment Grade Rating for Fixed Deposits is "SMERA A".
- The central bank has modified regulations regarding raising money by NBFCs through Private Placement of Non- Convertible Debentures (NCDs) in February 2015.

- Provisioning of doubtful assets – In July 2014, the RBI released a circular outlining prudential norms on income recognition, asset classification and provisioning pertaining to advances.

# DIRECTORS' REPORT

**Dear Members,**

Your Directors have pleasure in presenting the 26<sup>th</sup> Annual Report on the business and operations of the Company together with audited statements of accounts for the financial year ended 31<sup>st</sup> March, 2015.

## FINANCIAL HIGHLIGHTS

The summarized financial results of the Company for the financial year 2014-15 are given hereunder:

(Rs.in lacs)

	<u>2014-15</u>	<u>2013-14</u>
Revenue from operations & other income	<b>159.70</b>	122.14
Operating Profit (EBIDTA)	<b>116.03</b>	38.29
Finance Cost	<b>111.81</b>	34.10
Gross Profit (PBD)	<b>4.22</b>	4.19
Depreciation & amortization	<b>0.05</b>	0.94
Profit before tax	<b>4.17</b>	3.25
Provision for		
- Current Tax (net)	<b>1.95</b>	1.25
- Deferred Tax	-	0.003
- MAT Credit entitlement	-	-
- Adjustment for prior period tax/tax on dividend	-	-
Net Profit	<b>2.22</b>	1.99
Balance b/f from previous year	<b>2387.42</b>	2385.40
Profit available for appropriation	<b>2389.56</b>	2387.42
<b>Appropriation:-</b>		
<b>Balance Carried to Balance Sheet</b>	<b>2389.56</b>	2387.42

## DIVIDEND

In order to meet the future requirements of the Company, yours Directors have decided not to recommend dividend for the Financial Year 2014-15.

## OPERATIONS

- During the year under review, the revenue from operations increased to Rs.159.70 lacs as against Rs.122.14 lacs in the previous year.
- The net profit after tax for the year was Rs. 2.22 lacs as against Rs. 1.99 lacs in the previous year;

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges and Circular/Notifications/ Directions issued by Reserve Bank of India from time to time, the

Management Discussion and Analysis of the financial condition and result of operations of the Company for the year under review is presented in a separate section forming part of the Annual Report.

## **CORPORATE GOVERNANCE**

A Report on Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, forms part of the Annual Report.

A Certificate from, M/s Kundan Agarwal & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, also forms part of the Annual Report.

## **FINANCE**

### **(i) Share Capital**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2015 was Rs.628.35 lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **(ii) Public Deposits**

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

### **(iii) Particulars of loans, guarantees or investments**

Particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

## **RBI GUIDELINES**

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

## NUMBER OF MEETINGS OF THE BOARD

The Board met 6 times in financial year 2014-15 viz., on April 10, 2014, May 30, 2014, August 14, 2014, November 12, 2014, February 12, 2015 and March 05, 2015. The maximum interval between any two meetings did not exceed 120 days.

## COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013 and Clause 49 of Listing Agreement, the Board re-constituted some of its Committees. The Committees are as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee

Details of the said Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

## DIRECTORS & KEY MANAGERIAL PERSONNEL

### a. Cessation

During the year under review, Ms. Sapna Bhatia (PAN ANTPB7851L) and Ms. Neha Bansal (PAN ANMPB9893K) resigned from the post of Company Secretary of the Company. The Board placed on its records their appreciation for the valuable contribution provided by both the Company Secretaries.

During the year under review, Mr. Robin Garg (DIN 02400919) resigned from the post of Non Executive Independent Directorship and Committees in which he was serving as Chairman/Committee Member with effect from April 23, 2015. The Board placed on its records its appreciation for the valuable contribution provided by Mr. Robin Garg.

### b. Retire by Rotation

In accordance with Section 152 and other applicable provisions of Companies Act, 2013, Mr. Sushil Kumar (DIN 02171252), being Executive Director, retires by rotation and being eligible offers himself for reappointment at the ensuing Annual General Meeting. The Board recommends his appointment.

### c. Appointment of Women Director

With coming into force of the provisions of Companies Act, 2013, the Board had appointed Ms. Swati Sharma (DIN 06757066) as Additional Executive Women Director of the Company who shall hold office upto the date of ensuing Annual General Meeting of the Company. The

Company has received notice in writing under Section 160 of the Companies Act, 2013 from members proposing her appointment as Director.

The Board recommends her appointment. The details of the aforesaid Director forms part of this Report as Annexure I.

Based on the confirmation received, she is not disqualified for appointment under Section 164(2) of Companies Act, 2013.

#### **d. Appointment of Independent Directors**

During the year under review, Mr. Suraj Chokhani (DIN 03547280) and Mr. Ravi Jaipuria (DIN 00598138) had been appointed as Additional Non Executive Independent Directors who shall hold office upto the date of ensuing Annual General Meeting of the Company. The Company has received notices in writing under Section 160 of the Companies Act, 2013 from members proposing appointment as Directors.

The Board recommends their appointment. The details of the aforesaid Directors forms part of this Report as Annexure I.

Based on the confirmations received, none of the Directors are disqualified for appointment under Section 164(2) of Companies Act, 2013.

#### **e. Key Managerial Personnel**

##### **Appointment**

- During the year under review, Ms. Sarita Aggarwal (PAN- ARZPA2612C) was appointed as Compliance Officer & Company Secretary of the Company w.e.f. 01<sup>st</sup> November, 2014.
- During the year under review, Mr. Deependra Singh Negi (PAN- AGIPN6328E) was appointed as Chief Financial Officer of the Company w.e.f. 30<sup>th</sup> May, 2015.
- During the year under review, Mr. Pravin Santlal Jain- Managing Director (DIN 01318161); Mr. Deependra Singh Negi - Chief Financial Officer; and Ms. Sarita Aggarwal, Compliance officer & Company Secretary were designated as the Key Managerial Personnel of the Company pursuant to the requirements of the applicable provisions of Companies Act, 2013 read with its Rules, by the Board of Directors and their terms and conditions of the appointment and remuneration was considered by the Board.

#### **BOARD'S INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships

disclosed, the following Non- Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 :-

1. Mr. Suraj Chokhani (DIN 03547280)
2. Mr. Ravi Jaipuria (DIN 00598138)
3. Mr. Atul Singla (DIN 03555967)

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (i) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) that such accounting policies, as mentioned in Note 2 of the Notes to the Financial Statements, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual financial statements have been prepared on a going concern basis;
- (v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION & EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees has been formulated including criteria for determining qualifications, positive attributes, Independence of a Director and other matters as required under the said Act and Listing Agreement.

The evaluation framework for assessing the performance of Directors comprises of the following key areas

- Expertise;
- Objectivity and Independence;
- Guidance and support in context of life stage of the Company;
- Understanding of the Company's business;
- Understanding and commitment to duties and responsibilities;
- Willingness to devote the time needed for effective contribution to Company;
- Participation in discussions in effective and constructive manner;
- Responsiveness in approach;
- Ability to encourage and motivate the Management for continued performance and success;

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

Accordingly a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors and also the necessary evaluation was carried out by Nomination and Remuneration Committee and Independent Director at their respective meetings held for the purpose.

#### **RELATED PARTY TRANSACTIONS**

No Related Party Transactions were entered into during the financial year 2014-15. All Related Party Transactions entered into in the past were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The statement is supported by a certificate from the CFO.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure 2 to this Director's Report.

### **STATUTORY AUDITORS & THEIR REPORT**

M/s. STRG & Associates, Chartered Accountants, having ICAI Firm Registration No. 014826N were appointed as Statutory Auditors of your Company at the Extra-Ordinary General Meeting (EGM) held on March 30, 2015 from the conclusion of the said EGM till conclusion of Twenty Sixth Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is required to be ratified by members at every Annual General Meeting. Accordingly, the appointment of M/s. STRG & Associates, Chartered Accountants, as Statutory Auditor of the Company is placed for ratification by the shareholders.

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

### **SECRETARIAL AUDITORS & THEIR REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s. Kundan Agarwal & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report for financial year 2014-15, has been appended as Annexure 3 to this Report.

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

The Board of the Directors at their Meeting held on May 30, 2015 has appointed M/s. Kundan Agarwal & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company.

### **INTERNAL AUDITORS & THEIR REPORT**

Pursuant to provisions of Section 138 of Companies Act 2013 and rules made thereunder, the company had appointed MAKS & Co. as Internal Auditor for the year 2014-2015.

### **PARTICULARS OF EMPLOYEES**

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs.60 lacs per year to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.60 lacs during the financial year 2014-15.

## **PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, EXPENDITURE ON RESEARCH AND DEVELOPMENT, FOREIGN EXCHANGE INFLOW/OUTFLOW, ETC.**

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

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

There are no earnings and outgoing Foreign Exchange during the year under review.

## **VIGIL MECHANISM**

Your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for directors and employees to report to the appropriate authorities concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

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

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There have 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.

## **RISK MANAGEMENT POLICY AND INTERNAL CONTROL**

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Risk Management Committee, Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE  
(PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES**

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

**ACKNOWLEDGEMENT**

We are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges, and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future.

We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us.

Your Directors express their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

**For and on behalf of  
Purshottam Investofin Limited**

**Sd/-  
Pravin Santlal Jain  
Managing Director  
(DIN-01318161)**

**Sd/-  
Suraj Chokhani  
Director  
(DIN-03547280)**

## ANNEXURE 1

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

As on 31 <sup>st</sup> March, 2015			
Name of Director	Ms. Swati Sharma	Mr. Ravi Jaipuria	Mr. Suraj Chokhani
<b>Date of Birth</b>	26.08.1985	30.09.1962	03.12.1979
<b>Nationality</b>	Indian	Indian	Indian
<b>Qualification</b>	B.COM	B.COM	B.COM
<b>Date of Appointment</b>	15.10.2014	23.04.2015	23.04.2015
<b>No. of shares held in the Company</b>	NIL	NIL	NIL
<b>List of Directorship held in other Companies</b>	Not Applicable	4. Lipi Digital Limited.; 5. Tracom Properties Private Limited; 6. I-Bridge Network Private Limited;	2. Urban Mercantile Private Limited
<b>Chairman/Member of Committees of Board of Directors in public companies</b>	NIL	NIL	NIL
Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders Relationship Committee of public Limited Companies (whether Listed or not).			

**ANNEXURE "2" TO DIRECTORS' REPORT**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on **31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i) CIN : **L65910DL1988PLC033799**
- ii) Registration Date : 04/11/1988
- iii) Name of the Company : PURSHOTTAM INVESTOFIN LIMITED
- iv) Category / Sub-Category of the Company : Public Company
- v) Address of the Registered office and contact details : 1417, 14th Floor, 38, Ansal Tower, Nehru Place  
Delhi,110019
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : **Mas Services Limited**  
T-34, 2nd Floor, Okhla Industrial Area, Phase - II  
New Delhi - 110 020  
Tel. No.: 011-26387281/82/83  
Fax No.: 011-26387384

**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	64920	100%

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

S. No.	Name and Address of the company	CIN	% of shares held	Applicable Section
1.	Not Applicable	Not Applicable		

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	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/ HUF	4027173	--	4027173	64.09	3391441	--	3391441	53.973	(10.117)
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) 1</b>	<b>4027173</b>	<b>--</b>	<b>4027173</b>	<b>64.090</b>	<b>3391441</b>	<b>--</b>	<b>3391441</b>	<b>53.973</b>	<b>(10.117)</b>
<b>2. Foreign</b>									
a. NRIs-Individuals	--	--	--	--	--	--	--	--	--
b. Other-Individuals	--	--	--	--	--	--	--	--	--
c. Bodies Corp.	--	--	--	--	--	--	--	--	--
d. Banks / FI	--	--	--	--	--	--	--	--	--
e. Any Other	--	--	--	--	--	--	--	--	--

<b>Sub-total (A) 2</b>	--	--	--	--	--	--	--	--	--
<b>Total Shareholding of Promoters (A) = (A) 1+(A) 2</b>	<b>4027173</b>	--	<b>4027173</b>	<b>64.090</b>	<b>3391441</b>	--	<b>3391441</b>	<b>53.973</b>	<b>(10.117)</b>

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

**i) Category-wise Share Holding**

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	--	--	--	--	--	--	--	--	--
b. Banks/FI	--	--	--	--	--	--	--	--	--
c. Central Govt.	--	--	--	--	--	--	--	--	--
d. State Govt	--	--	--	--	--	--	--	--	--
(s)									
e. Venture Capital Funds	--	--	--	--	--	--	--	--	--
f. Insurance Companies	--	--	--	--	--	--	--	--	--
g. FIIs	--	--	--	--	--	--	--	--	--
h. Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i. Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B) 1</b>	--								--
<b>2. Non-Institutions</b>									
a. Bodies Corp.	472988	825	<b>473813</b>	<b>7.541</b>	1119722	825	1120547	17.833	<b>10.292</b>
b. Individuals									

i. Individual shareholders holding nominal share capital upto Rs.1 lakh	<b>7260</b>	33740	<b>41000</b>	<b>0.652</b>	22883	33640	56523	0.9	<b>.248</b>
ii. Individual shareholders holding nominal share capital in excess of Rs 1lakh	<b>1741589</b>	--	<b>1741589</b>	<b>27.717</b>	961279	--	961279	15.298	<b>(12.419)</b>
c. Others									
i. NRI	-	-	-	-	400	-	400	.006	<b>.006</b>
ii. Pakistani Shareholders	-	-	-	-	-	-	-	-	-
iii. Clearing Members	-	-	-	-	753385	-	753385	11.99	<b>11.99</b>
iv. Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) 2</b>	<b>2221837</b>	<b>34565</b>	<b>2256402</b>	<b>35.910</b>	<b>2857669</b>	<b>34465</b>	<b>2892134</b>	<b>46.03</b>	<b>10.12</b>
<b>Total Public Shareholding (B) = (B) 1+(B) 2</b>	<b>2221837</b>	<b>34565</b>	<b>2256402</b>	<b>35.910</b>	<b>2857669</b>	<b>34465</b>	<b>2892134</b>	<b>46.03</b>	<b>10.12</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>6249010</b>	<b>34565</b>	<b>6283575</b>	<b>100</b>	<b>6249110</b>	<b>34465</b>	<b>6283575</b>	100	-

ii) **Shareholding of Promoters**

S. No.	Shareholders Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1.	PRAVIN SANTLAL JAIN	503397	8.011	--	503397	8.011	--	--
2.	RITIKA GARG	503397	8.011	--	439797	6.999	--	(1.012)
3.	BHARAT BHUSHAN BANSAL	503397	8.011	--	503397	8.011	--	--
4.	VANDANA JAIN	503396	8.011	--	503396	8.011	--	--
5.	NEERAJ KUMAR JAIN	503397	8.011	--	503397	8.011	--	--
6.	POONAM PRAVINCHANDRA JAIN	503396	8.011	--	503396	8.011	--	--
7.	MAMTA AGGARWAL	630896	10.040	--	434661	6.917	--	(3.123)
8.	SUSHIL KUMAR	375897	5.982	--	--	--	--	(5.982)
	<b>TOTAL</b>	<b>4027173</b>	<b>64.088</b>	<b>--</b>	<b>3391441</b>	<b>53.97</b>	<b>--</b>	<b>(10.118)</b>

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

SI. No.	Name of the Promoter	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
	Ms. Ritika Garg	503397	8.011	439797	6.999
		<b>503397</b>	<b>8.011</b>	<b>439797</b>	<b>6.999</b>

SI.	Name of the Promoter	Shareholding at the	Cumulative
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No.		beginning of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Ms. Mamta Aggarwal	630896	10.04	434661	6.917
		<b>630896</b>	<b>10.04</b>	<b>434661</b>	<b>6.917</b>

SI. No.	Name of the Promoter	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
	Mr. Sushil Kumar	375897	5.982	Nil	Nil
		<b>375897</b>	<b>5.982</b>	<b>Nil</b>	<b>Nil</b>

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

S. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	<b>For each of Top 10 Shareholders</b>				
1.	Ashutosh Mahindru	339752	5.407	Nil	Nil
2.	Vts Management Consultant Pvt Ltd	270538	4.305	270538	4.305
3.	Atul Mahindru	192375	3.062	Nil	Nil
4.	Ashok Mahindru	191712	3.051	Nil	Nil
5.	Sapbelle Tradelinks Private Limited	125000	1.989	12500	0.199
6.	Bhupesh Rana & Sons (Huf) .	120000	1.91	Nil	Nil
7.	Dadhwal Chemical Agencies Pvt Ltd	77450	1.233	77450	1.233
8.	Amit Jain	67625	1.076	Nil	Nil
9.	Chetan Gupta	67625	1.076	Nil	Nil
10.	Eirene Business Solution	Nil	Nil	218875	3.483

	Private Limited				
11.	Swapan Kumar Ghosh	Nil	Nil	196950	3.134
12.	Surarchita Traders Private Limited	Nil	Nil	178600	2.842
13.	Vivek Chokhani	Nil	Nil	173712	2.765
14.	Puspa Lahari	Nil	Nil	163232	2.598
15.	Pradip Kumar Shah	Nil	Nil	123245	1.961
16.	Varaprada Distributors (P) Ltd	Nil	Nil	122845	1.955

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

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Suraj Chokhani</b> Chairman (Independent Director)				
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year	NIL			

SI. No.		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
2.	<b>Pravin Santlal Jain</b> Managing Director				
	At the beginning of the year	503397	8.011	8.011	503397
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /	--	--	--	--

	decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year	503397	8.011	8.011	503397

SI. No.		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
3.	<b>Ravi Jaipuria</b> Director				
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year				

SI. No.		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
4.	<b>Sushil Kumar</b> Director				
	At the beginning of the year	375897	5.982	--	--
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	375897	5.982	--	--
	At the End of the year	--	--	--	--

SI. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year
---------	--	-------------------------------------------	-----------------------------------------

5.	<b>Naman Jain</b> Independent Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year				

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6.	<b>Bharat Bhushan Bansal</b> Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	503397	8.011	503397	8.011
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	--	--	--	--
	At the End of the year	503397	8.011	503397	8.011

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
7.	<b>Atul Singla</b> Independent Director	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for				

	increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	
	At the End of the year	

SI. No.		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
8.	<b>Swati Sharma</b> Additional Director				
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year				

SI. No.		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
9.	<b>Sarita Aggarwal</b> Company Secretary				
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year				

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of	% of total	No. of	% of total
9.	<b>Deependra Singh Negi</b>				

	Chief Financial Officer	shares	shares of the company	shares	shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)				
	At the End of the year				

## V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	36,229,075	Nil	39,588,461
ii) Interest due but not paid		Nil		
iii) Interest accrued but not due		33,59,386		
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>39,588,461</b>	<b>Nil</b>	<b>39,588,461</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	-	Nil	32,273,370
• Reduction		32,273,370		
<b>Net Change</b>	<b>Nil</b>	<b>32,273,370</b>	<b>Nil</b>	<b>32,273,370</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		6,474,416	Nil	7,315,091
ii) Interest due but not paid	Nil	840,677		
iii) Interest accrued but not due		Nil		

<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>7,315,091</b>	<b>Nil</b>	<b>7,315,091</b>
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### REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/Manger</b>	<b>Total Amount (in Rs.)</b>
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Mr. Pravin Santlal Jain, Managing Director of the Company is not drawing any remuneration from the Company. Further, there is no Whole-Time Director/Manager in the Company.	
2.	Stock Option		
3.	Sweat Equity		
4.	Commission • As a % of profit • Others, specify		
5.	Others		
	<b>TOTAL (A)</b>		
	<b>Ceiling as per the Act</b>		

#### **B. Remuneration to other Directors**

##### **Independent Directors**

<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>	<b>Total Amount (in Rs.)</b>
1.	• Fee for attending Board/Committee Meetings • Commission • Others, please specify	No Director is drawing any remuneration from the Company	

	<b>TOTAL 1</b>					

**Other Non-Executive Directors**

S. No.	Particulars of Remuneration	Name of Directors	Total Amount (in Rs.)
2.	<ul style="list-style-type: none"> <li>• Fee for attending Board/Committee Meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	No Director is drawing any remuneration from the Company	
	<b>TOTAL 2</b>		
	<b>TOTAL (B) = 1+2</b>		
	<b>Total Managerial Remuneration</b>		
	<b>Overall Ceiling as per the Act</b>		

**C. Remuneration To Key Managerial Personnel other Than MD/Manager/WTD**

S. No.	Particulars of Remuneration	Company Secretary	Chief Financial Officer
		Ms. Sarita Aggarwal	Mr. Deependra Singh Negi
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,80,000	2,64,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission		
	• As a % of profit	--	--
	• Others, specify	--	--
5.	Others, please specify	--	--
	<b>TOTAL</b>	<b>4,80,000</b>	<b>2,64,000</b>

**VI. 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
<b>A. COMPANY</b>					
Penalty	None				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	None				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None				
Punishment					
Compounding					

**Annexure 3 to Directors' Report**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
**M/s Purshottam Investofin Limited**  
1417, 14th Floor, 38, Ansal Tower  
Nehru Place, Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Purshottam Investofin 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.

We report that:

- a) 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.
- b) We have followed the audit practices and processes 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 processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31 March, 2015 ('Audit Period') complied with the statutory

provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 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) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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 following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): –
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (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) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - (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) Indian Stamp Act, 1899;
- (vii) Indian Contract Act, 1872;
- (viii) Income Tax Act, 1961 and indirect tax laws;
- (ix) Central Excise and Service Tax Act;
- (x) Central and State Sale Tax/Value Added Tax Laws;
- (xii) Applicable Labour Laws; and
- (xiii) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors and Internal Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India (have not notified hence not applicable to the Company during the audit period).

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 observations as mentioned in "Annexure A" to this Report which is an integral part of the Report.

We further report that

- During the period under review, provisions listed in Listing Agreement and Companies Act, 2013 regarding Composition of Board was not adequately followed, however, as on the date of audit, all the provisions with respect to composition of board was fully complied with. Further, few documents and records are required to be updated as per the various provisions of the Act applicable on the Company.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on the information received and records maintained 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.

Place : Delhi

Dated: 3<sup>rd</sup> August, 2015

Sd/-  
For Kundan Agrawal & Associates  
Company Secretaries  
C.P. No. 8325

:

## REPORT ON CORPORATE GOVERNANCE

### Introduction

Clause 49 of the Listing Agreement executed with the Stock Exchange(s), inter alia, lists down various corporate governance related practices and requirements, which listed companies are required to adopt and follow. This Report outlines the governance practices followed by the Company in compliance with the said requirements of the Listing Agreement.

### Company's philosophy on Code of Corporate Governance

The principles of Corporate Governance and the Code of Business Conduct & Ethics are the cornerstones of your Company. Your Company has consistently striven to implement best corporate governance practices reflecting its strong value system and ethical business conduct. The Company's philosophy on Corporate Governance envisages attainment of highest levels of transparency, accountability and integrity in the functioning of the Company with a view to create value that can be sustained continuously for the benefit of its stakeholders. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues including our relationship with consumers, shareholders and Government.

### Board of Directors

The Board of Directors includes the Executive, Non-Executive and Independent Directors so as to ensure proper governance and management.

The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. The Company also strives to enhance stakeholders' value by taking measures to continuously improve Corporate Governance standards.

The Directors at Purshottam Investofin Limited possess the highest personal and professional ethics, integrity and values and are committed to represent the long-term interest of the stakeholders. The Company's business is led by Mr. Pravin Santlal Jain, Managing Director under the overall supervision of the Board.

The Company's Corporate Governance framework is based on having a composition wherein a majority of Directors are Independent Board Members. Further, the constitution of Board Committee meet all statutory requirements of various regulatory authorities including the Reserve Bank of India, SEBI and MCA, and committees are chaired by Independent Directors, wherever required by law. Committees have been suitably constituted for significant and

material matters and also have a blend of Executive Management Members to assist the Committees.

The Board plays an effective supervisory role through the above governance framework.

### Composition of the Board

During the year under review, the Board of Directors of the Company had an optimum combination of Professional and Independent Directors with excellent knowledge and experience in various fields relating to the business activities of the Company.

As at June 30<sup>th</sup>, 2015, the Board of Directors of the Company consisted of, three Independent Directors, four Non-Executive Director and one Executive Director.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on March 31, 2015 across all public limited companies in which they are Directors.

During the financial year 2014-15, Six Meetings of the Board of Directors were held on following days: April 10, 2014; May 30, 2014; August 14, 2014; November 12, 2014; February 12, 2015 and March 05, 2015 with the time gap between any two consecutive Meetings being not more than four months at any point in time.

The details of the number of Board and General Meeting(s) attended by each Director during the year ended March 31, 2015 and Directorship and/or Membership/Chairmanship of the Committees of Board (except private companies, Non Profit companies and foreign companies) held by each of them as on March 31, 2015, are given below:

#### (a) **Composition of the Board:**

Name of Director (S/Shri)	Category	No. of Board Meetings during 2014-15		Whether attended the last AGM	No. of outside Directorships	**No. of committee positions held (including in company)	
		Hel d	Atten ded			Chair man	Member
Pravin Santlal Jain (Chairman & MD)	Promoter/ Executive	6	6	Yes	6	-	-
Sushil Kumar	Promoter/ Non-	6	6	Yes	4		3

	Executive						
Bharat Bhushan Bansal	Promoter/ Non-Executive	6	1	Yes	4	-	-
Naman Jain	Non-Independent, Non-Executive	6	4	Yes	6	-	-
Atul Singla	Independent, Non-Executive	6	1	Yes	6		3
Robin Garg*	Independent, Non-Executive	4	2	Yes	-	4	
Swati Sharma**	Non-Independent, Non-Executive	3	3	Yes	1	1	1

\*Ms. Swati Sharma, appointed as Director of the Company w.e.f. 15.10.2014

\*\*Mr. Robin Garg has been appointed as Director of the Company w.e.f. 30<sup>th</sup> May, 2014

\*\*\* Committee positions of only of Audit Committee and the Stakeholders Relationship Committee have been considered as per sub-clause II (D)(2) of Clause 49 of the Listing Agreement with stock exchange.

**(b) Number of Board Meetings:**

During the financial year 2014-15, Six (6) Board Meetings were held on April 10, 2014; May 30, 2014; August 14, 2014; November 12, 2014; February 12, 2015 and March 05, 2015. The maximum interval between any two meetings was not more than 4 months.

**(c) Information supplied to the Board:**

The Board of Directors has complete access to any information within the Company. At the Board Meetings, directors are provided with all relevant information on important matters, working of the Company as well as all related details that require deliberations by the members of the Board.

Information regularly provided to the Board inter-alia include:

- Annual operating plans, budgets & updates;
- Expansion/capital expenditure plans & updates;
- Production, sales & financial performance data;
- Business-wise operational review;
- Quarterly and annual financial results with segment-wise information;
- Minutes of the meetings of the Audit and other committees as well as circular resolutions passed;

- Significant initiatives and developments relating to labour/human resource relation and/or problems and their proposed solutions;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary;
- Materially important show cause/demand/prosecution/penalty notices and legal proceedings by or against the Company;
- Fatal or serious accidents or dangerous occurrences;
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Non-compliances of any regulatory or statutory provision or listing requirement on non-payment of dividend or delay in share transfers;
- Compliance reports of all laws applicable to the Company;
- Details of any joint-venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Proposals for investments, divestments, loans, guarantees, mergers and acquisitions;
- Sale of material nature of investments, subsidiaries and assets which is not in the normal course of business;
- Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement;
- Any other information which is relevant for decision-making by the Board.

**(d) Induction & Familiarization Programs for Independent Directors:**

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programs aim to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

**(e) Performance Evaluation:**

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of

engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**(f) Independent Directors' Meeting:**

In compliance with Section 149(8) of the Companies Act, 2013, read along with Schedule IV of the Companies Act, 2013 and Clause 49 (II)(B)(6) of the listing agreement with the stock exchange, the Independent Directors met on November 12, 2014, inter alia, to discuss:

- a) Evaluation of the performance of non- Independent Directors and the Board as a whole;
- b) Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- c) Evaluation of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

**(g) Code of Conduct:**

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of Clause 49 of the Listing Agreement, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com). All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31<sup>st</sup> March, 2015 and a declaration to that effect signed by the Chairman & Managing Director is attached and forms part of this report.

**(h) Declaration regarding compliance of Code of Conduct:**

All the Board Members and senior management personnel of the Company have affirmed compliance of the Code of Conduct for the year ended 31<sup>st</sup> March, 2015. A declaration to that effect signed by the Chairman & Managing Director is attached and forms part of the Annual Report of the Company.

## **Committees of the Board**

Under the aegis of the Board of Directors, several committees have been constituted which have been delegated powers for different functional areas. The Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility (CSR) Committee have been constituted pursuant to and in accordance with the provisions of Listing Agreement, rules & regulations prescribed by Reserve Bank of India read with requirements of the Companies Act, 2013 and other applicable laws.

### **(a) Audit Committee**

#### **Terms of Reference**

The terms of reference of the Audit Committee has been revised in compliance with Companies Act, 2013 and revised Clause 49 of Listing Agreement as amended from time to time. In addition to the matters provided in Clause 49 of the Listing Agreement and requirements of Section 177 of the Companies Act, 2013 and Reserve Bank of India, the Committee reviews the reports of the Internal Auditors, periodically meets the Statutory Auditors of the Company and discusses their findings observations, suggestions, scope of audit etc. and also reviews internal control systems and accounting policies followed by the Company. The Committee also reviews the financial statements with the management, before their submission to the Board.

The terms of reference of the Audit Committee of the Board of Directors of the Company, inter alia includes;

1. Overseeing the Company's financial reporting process and reviewing with the management, the financial statement before submission to the Board for approval;
2. Recommending to the Board the appointment, re-appointment and replacement of the Statutory Auditor and fixing their fees;
3. Reviewing the internal audit function of the Company; and
4. Such other matters as specified under Clause 49 of the Listing Agreement and requirements of Section 177 of the Companies Act, 2013 and Reserve Bank of India or as may be delegated by the Board of Directors of the Company.

#### **Composition and Attendance of Meeting:**

The Audit Committee comprises of following three Members and two of them are Independent Directors:

- Mr. Robin Garg - Chairman
- Mr. Sushil Kumar- Member
- Mr. Atul Singla - Member
- Ms. Swati Sharma - Member

All the Members of the Committee have vast experience and knowledge of finance, accounts and corporate laws with the Chairman of the Committee being an eminent Chartered Accountant, who has finance, accounting and taxation related expertise.

The quorum for the Meeting of the Audit Committee is as per applicable laws.

During the financial year 2014-15, Audit Committee met three (3) times and the attendance of the Directors on the above meetings was as follows:-

<b>Director</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
Mr. Robin Garg@	3	3
Mr. Sushil Kumar*	2	2
Mr. Atul Singla	3	3
Ms. Swati Sharma**	2	2

\*Mr. Sushil Kumar has been resigned from the Audit Committee w.e.f 12<sup>th</sup> November, 2014;

\*\*Ms. Swati Sharma has been appointed as a Member of the Audit Committee w.e.f. 12<sup>th</sup> November, 2014.

@ Mr. Robin Garg has been appointed as an Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2014

The Managing Director, Executive Director and other senior executives (when required) are invited to the meetings. Representatives of the statutory auditors and internal auditors are also invited to the meetings, when required. All the meetings are attended by the statutory auditors.

The Company Secretary acts as the Secretary of the Committee.

All the members of the Audit Committee were present at the last AGM of the Company.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

### **Whistle Blower Policy**

The Company has been formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company.

This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the company.

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company. The Company encourages its directors and employees who have genuine concern about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a

channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/ or colleagues in general. It is affirmed that no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com).

**(b) Nomination and Remuneration Committee:**

In compliance with Section 178 of the Companies Act, 2013, read along with the applicable Rules thereto and Clause 49 under the Listing Agreement, the Board has renamed the existing "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the same consisting of four Non-Executive Directors with two members, including Chairman, as Independent Directors.

The objective of this Policy is to lay down a framework and set standards in relation to nomination, remuneration and evaluation of Directors, Key Managerial Personnel (KMP) and such other senior management personnel as may be prescribed so as to achieve a balance of merit, experience and skills in the organization.

The terms of reference of the committee inter alia, include the following:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial
- b) Personnel and senior management personnel;
- c) To evaluate the performance of the members of the Board as well as Key Managerial Personnel and senior management personnel and to provide rewards linked directly to their efforts, performance, dedication and achievement relating to Company's operations;
- d) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and senior management personnel;
- e) Assessing the independence of Independent Directors;
- f) To make recommendation to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of the Managing/Whole-Time Directors, subject to the provision of law and their service contract;
- g) To retain, motivate and promote talent and to ensure long term sustainability of talented management personnel and create competitive advantage;
- h) To devise a policy on Board diversity;
- i) To develop a succession plan for the Board and to regularly review the plan.

The Nomination & Remuneration Committee comprised of the following directors of the Company:

Shri Robin Garg	Chairman	Independent Non-Executive Director
Shri Sushil Kumar	Member	Non-Independent Non-Executive Director
Shri Atul Singla	Member	Independent Non-Executive Director
Smt Swati Sharma	Member	Non-Independent Non-Executive Director

During the financial year 2014-15, the Nomination & Remuneration Committee met two (2) times, on 14<sup>th</sup> August, 2014 and 12<sup>th</sup> November, 2014. The attendance of the members of the Committee was as follows:-

Director	No. of meetings held	No. of meetings attended
Mr. Robin Garg	2	2
Mr. Sushil Kumar*	1	1
Mr. Atul Singla	2	2
Ms. Swati Sharma**	1	1

### Appointment & Remuneration Policy:

#### A. Policy for appointment and removal of directors, KMP and senior management personnel

##### (i) Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director, KMP or senior management personnel and recommend to the Board his/her appointment.
- b) A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualifications, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing/Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

## **(ii) Term/Tenure**

### **a) Managing Director/Whole-time Director**

The Company shall appoint or re-appoint any person as its Non-Executive Chairman, Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **b) Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto a maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that the Independent Director shall not, during the said period of three years be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **c) Evaluation**

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel and senior management personnel at regular intervals.

## **(iii) Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules & Regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or senior management personnel subject to the provisions and compliance of the said Act, Rules & Regulations.

## **(iv) Retirement**

The Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **B. Policy for remuneration to directors, KMP and senior management personnel**

### **(i) Remuneration to Managing/Whole-time Directors, KMP and senior management personnel**

The remuneration/ compensation/ commission etc. to be paid to Managing/Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time-being in force.

### **(ii) Remuneration to Non-Executive/ Independent Director**

The non-executive Independent /Non-Independent Director may receive remuneration/ compensation/ commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/limits as provided under the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

## **C. Details of remunerations paid to the Directors during the financial year 2014-15:**

None of the Directors is getting remuneration from the Company.

### **(c) Risk Management Committee:**

The revised Clause 49 of the Listing agreements mandates constitution of the Risk Management Committee. The Company has a risk management programme which comprises of a series of processes, structures and guidelines to assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile.

The objective and scope of the Risk Management Committee broadly comprises:

- Oversight of the risk management performed by the executive management;
- Review of the risk management policy in line with legal requirements and SEBI guidelines;
- Reviewing risks and initiating mitigation actions;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

During the financial year 2014-15, the Risk Management Committee met once on 12<sup>th</sup> February, 2015. The Risk Management Committee comprised of the following directors of the Company:

Shri Robin Garg	Chairman	Independent Non-Executive Director
Shri Atul Singla	Member	Independent Non-Executive Director
Smt Swati Sharma	Member	Non-Independent Non-Executive Director

### **d) Shareholders Grievance Committee**

The Board of Directors of the Company constituted Shareholders Grievance Committee consisting of the following Directors:

- Mr. Robin Garg - Chairman
- Mr. Sushil Kumar- Member

The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

One meeting of the Committee was held during the year on 12<sup>th</sup> November 2014. Details of Meeting have been given below.

<b>Director</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
Mr. Robin Garg	1	1
Mr. Sushil Kumar	1	1

### Annual General Meetings

The last three Annual General Meetings of the Company were as under:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Place</b>
2011-12	17.12.2012	03.00 p.m.	119, 1 <sup>st</sup> Floor, Vardhman Fortune Mall, Community Centre, G.T.Karnal Road, New Delhi-110033
2012-13	30.09.2013	03.00 p.m.	103, NDM-1, Netaji Subhash Place, Pitampura, New Delhi-110034
2013-14	30.09.2014	10.00 a.m.	103, NDM-1, Netaji Subhash Place, Pitampura, New Delhi-110034

### Disclosures

- There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year that had potential conflict with the interests of the Company at large. The details of related party transactions have been reported in the Notes to Accounts.
- The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with

the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.

- (iii) The Company has been formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the details are provided in point no. 2 (a) of this report.
- (iv) The Company has well-defined Risk Management Policies for each of the businesses, duly approved by the Board, which are periodically reviewed to ensure that the executive management controls risk by means of a properly defined framework.
- (v) The Company has not raised any funds from the capital market (public/rights/preferential issues etc.) during the financial year under review.
- (vi) There was no instance of non-compliance of any matter relating to the capital markets by the Company. No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authorities on any matter relating to the capital market during the last three years.
- (vii) The details of the equity shares of the Company held by the Directors as on 31<sup>st</sup> March, 2015 are as under:

S.No.	Name of the Director	No. of shares held
1	Mr. Pravin Santlal Jain	5,03,397
2	Mr. Bharat Bhushan Bansal	5,03,397
3	Mr. Sushil Kumar	Nil
4	Mr. Naman Jain	Nil
5	Mr. Robin Garg	Nil
6	Mr. Atul Singla	Nil
7	Ms. Swati Sharma	Nil

- (viii) The Company is complying with all mandatory requirements of Clause 49 of the listing agreements.

### Means of communication

The Quarterly, Half Yearly and Annual Results are communicated to the BSE Limited, where the Company's shares are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the quarterly and half-yearly results are published in leading newspapers such as 'Deccan Herald' (English) and 'Haribhoomi' (Hindi). The results are not sent individually to the shareholders. The financial results are also displayed on the web-site of the Company at [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com).

Pursuant to circular no. CIR/CFD/DIL/10/2010 dated 16<sup>th</sup> December, 2010 issued by Securities & Exchange Board of India (SEBI), the Company has maintained website namely [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com) providing the basic information about the Company such as details of our business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The information provided on the website is being updated regularly.

The Company has an Investor Grievance Cell in the Share Department to redress the grievances/queries of the shareholders. In order to redress shareholders' queries and grievances, the Company has a separate e-mail ID [info@purshottaminvestofin.in](mailto:info@purshottaminvestofin.in)

### **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report forms part of the Directors' Report.

### **Auditors' Certificate on Corporate Governance**

A certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid-down in Clause 49 of the Listing Agreement with the stock exchanges. The same is annexed to this report.

### **CEO/CFO Certification**

The CMD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affair. The said certificate is annexed and forms part of the Annual Report.

### **GENERAL SHAREHOLDERS INFORMATION**

- Annual General Meeting:**

Date	01 <sup>st</sup> September, 2015
Time	10.00 a.m.

Venue	Bipin Paul Chandra Memorial Auditorium A-81, Chittranjan Park, New Delhi-110019
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- Financial Calendar 2015-16 (Tentative):**

**Board Meetings to take on record**

Financial results for Quarter ended 30.06.2015	Second week of August, 2015
Financial results for Quarter ended 30.09.2015	Second week of November, 2015
Financial results for Quarter ended 31.12.2015	Second week of February, 2016
Financial results for Quarter/year ended 31.03.2016	Last week of May, 2016
Book Closure Date	26 <sup>th</sup> August 2015 to 01 <sup>st</sup> September, 2015 (both days inclusive)

- Listing:**

Sl. No.	Name & address of stock exchanges
1	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

The Company has already paid annual listing fee for the year 2015-16 to the stock exchange.

- Stock Code:**

- BSE Limited, Mumbai : 538647
- Demat ISIN in NSDL and CDSL for equity shares : INE729C01020

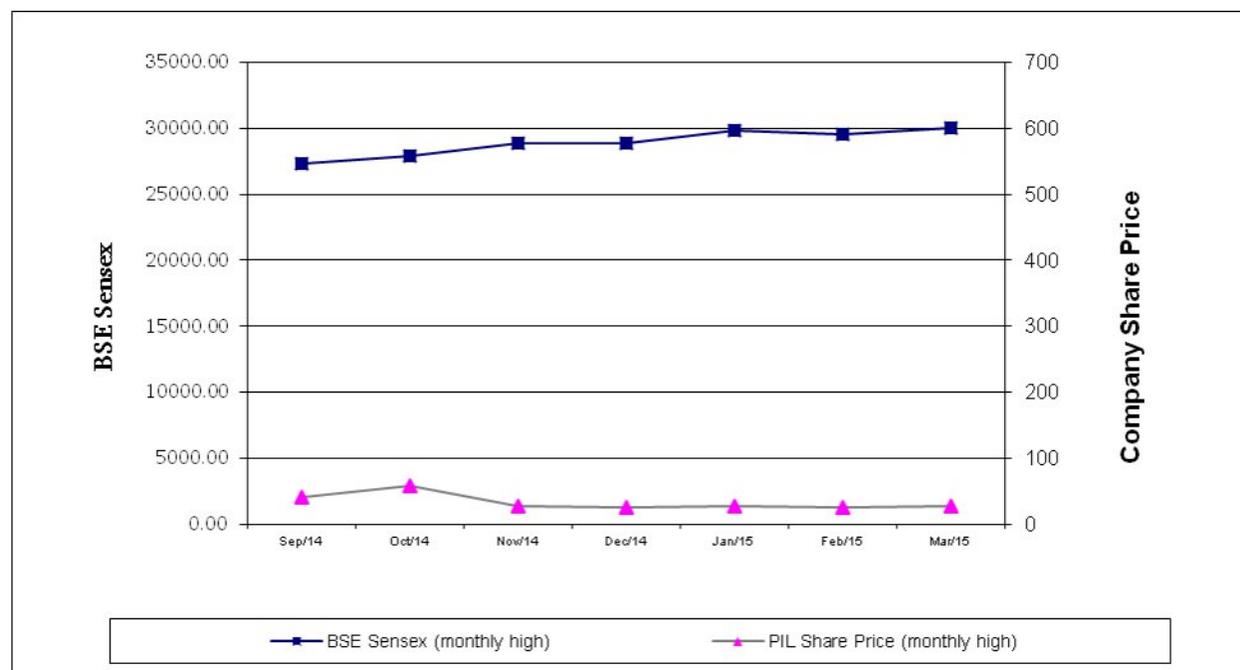
- **Market Price Data:**

The monthly high/low quotations of the equity shares traded at Stock Exchange, Mumbai and BSE Sensex during the financial year 2014-15 are given below:

Month	Share Price of the Company (Rs.)		BSE Sensex	
	High Price	Low Price	High	Low
Sep-14	42.3	32.55	27354.99	26220.49
Oct-14	58.15	26.65	27894.32	25910.77
Nov-14	28.4	19.95	28822.37	27739.56
Dec-14	25.25	16.5	28809.64	26469.42
Jan-15	27.6	20.5	29844.16	26776.12
Feb-15	25.3	19.8	29560.32	28044.49
Mar-15	28.5	16.75	30024.74	27248.45

Source: BSE website: [www.bseindia.com](http://www.bseindia.com)

- **Comparison of Company's Share Price with BSE Sensex (Based on monthly average):**



- **Share Transfer Agents and Demat Registrar:**

The Company has appointed M/s MAS Services Ltd., New Delhi as the Registrar & Share Transfer Agents for handling both physical share registry work and demat share registry work having their office at:

**Mas Services Limited**

T-34, 2nd Floor, Okhla Industrial Area,

Phase - II,

New Delhi - 110 020

Ph:- 26387281/82/83

Fax:- 26387384

email:- [info@masserv.com](mailto:info@masserv.com)

website : [www.masserv.com](http://www.masserv.com)

- **Share Transfer System:**

The transfers are normally processed within a period of 15 days from the date of receipt if the documents are complete in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 15 days. The connectivity with NSDL & CDSL is maintained through M/s MAS Services Ltd. The Shareholders have the option to open account with any of the depository participants registered with CDSL and NSDL. In the case of off-market/private transactions involving transfer of shares in physical form, SEBI has made mandatory for the transferee(s) to furnish copy of PAN card to the company/RTA. The shareholders/investors are advised to comply with the same while filing transfer documents with the company/RTA.

- **Distribution of Equity Shareholding:**

(a) **Shareholding Pattern as on 31<sup>st</sup> March, 2015**

Category	No. of shareholders	No. of shares	% of shareholding
<b>Promoter holding</b>			
Individuals/HUF	7	3391441	53.973
Bodies Corporate	-	-	-
<b>Total Promoter holding</b>	<b>7</b>	<b>3391441</b>	<b>53.973</b>
<b>Non-promoter holding</b>			
Institutions/banks	-	-	-

Bodies Corporate	24	1120547	17.833
Individuals	614	1017802	16.198
NRIs/OBCs	1	400	.006
Clearing members	9	753385	11.99
Others (Pakistani Shareholder)	-	-	-
<b>Total Non-promoter holding</b>	<b>648</b>	<b>2892134</b>	<b>46.027</b>
<b>Total</b>	<b>655</b>	<b>6283575</b>	<b>100</b>

(b) **Distribution of shareholding as on 31<sup>st</sup> March, 2015**

No. of Share held	Shareholders		Shares held	
	Number	Percentage	Number	Percentage
1 TO 5000	602	91.908	37553	0.598
5001 TO 10000	6	0.916	5200	0.083
10001 TO 20000	6	0.916	8860	0.141
20001 TO 30000	1	0.153	2525	0.04
30001 TO 40000	1	0.153	4000	0.064
40001 TO 50000	3	0.458	14150	0.225
50001 TO 100000	0	0	0	0
100001 AND ABOVE	36	5.496	6211287	98.85
<b>Total</b>	<b>655</b>	<b>100</b>	<b>6283575</b>	<b>100</b>

- **Dematerialization of Shares:**

The Company has entered into an agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited to offer depository services to the shareholders. As on March 31, 2015, 62,49,110 equity shares equivalent to 99.45% of the shares of the Company have been dematerialized. All the shares held by the promoters of the Company are in dematerialized form.

- **Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- **Outstanding GDR's/ADR's/Warrants etc.:**

Not Applicable

- **Address for correspondence:**

(a) *Regd. Office:*

**Purshottam Investofin Limited,**  
1417, 14th Floor, 38, Ansal Tower,  
Nehru Place, New Delhi-110019  
Email : [info@purshottaminvestofin.in](mailto:info@purshottaminvestofin.in)  
Website: [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com)

(b) *Corporate Office:*

1417, 14th Floor, 38, Ansal Tower,  
Nehru Place, New Delhi-110019  
Email : [info@purshottaminvestofin.co.in](mailto:info@purshottaminvestofin.co.in)  
Website: [www.purshottaminvestofin.com](http://www.purshottaminvestofin.com)

(c) *Registrar & Share Transfer Agent:*

**Mas Services Limited**  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020  
Ph:- 26387281/82/83  
Fax:- 26387384  
email:- [info@masserv.com](mailto:info@masserv.com)  
Website: [www.masserv.com](http://www.masserv.com)

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

**For and on behalf of  
Purshottam Investofin Limited**

Sd/-  
**Pravin Santlal Jain**  
Managing Director  
(DIN-01318161)

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

**To the Members of Purshottam Investofin Limited**

We have examined the compliance of the conditions of Corporate Governance by Purshottam Investofin Limited for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2015, no investor grievances are pending against the Company for a period exceeding one month as per records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place :** Delhi

**Dated:** 3<sup>rd</sup> August, 2015

Sd/-

**For Kundan Agrawal & Associates  
Company Secretaries  
C.P. No. 8325**

## **Declaration Regarding Code of Conduct**

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Sd/-

**(Pravin Santlal Jain)**

Managing Director

**(DIN-01318161)**

Place : New Delhi

Date : August 03<sup>rd</sup>, 2015

## M. D./ CFO Certification

The Board of Directors

### **Purshottam Investofin Limited**

We have reviewed the financial statements and the cash flow statement of Purshottam Investofin Limited for the year ended 31st March, 2015 and that to the best of our knowledge and belief, we state that;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
  - i) significant changes, if any, in the internal control over financial reporting during the year.
  - ii) significant changes, if any, in accounting policies made 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 we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely

**Sd/-**  
**(Deependra S. Negi)**  
Chief Financial Officer

**Sd/-**  
**(Pravin Santlal Jain)**  
Managing Director  
**(DIN-01318161)**

**Place** : New Delhi

**Date** : August 03<sup>rd</sup>, 2015



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of **M/S PURSHOTTAM INVESTOFIN LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s Purshottam Investofin Limited** ('the Company), which comprises the Balance Sheet as **at 31<sup>st</sup> March, 2015** and the statement of Profit and Loss, Cash Flow Statement of the company for the year ended and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to preparation of these standalone 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 Standards referred in Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view, safeguarding of the assets of the company, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10), issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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 the balance sheet, of the state of affairs of the Company as at **31<sup>st</sup> March 2015**; and
- b) In the case of statement of profit and loss, of the profit for the year ended on that date.
- c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

### **Emphasis of Matters**

We draw attention to following matters in the notes to the financial statements:

- a) As certified by the management and relied upon by us in the matter that no lawsuit filed against the company.
- b) Note “BS-B” in the financial statements which indicates that the company has accumulated losses but net worth of the company is not substantially eroded. The company had earned the net profit during the current and previous year(s). The company’s current liabilities does not exceed its current assets. The management is of the view that the company is going concern and our opinion is not modified in respect of this matter. Hence the financial statements of the company have been prepared on a going concern basis.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a 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 appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31<sup>st</sup>, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31<sup>st</sup> 2015, from being appointed as a director section 164(2) of the Companies Act, 2013

**For STRG & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 014826N**

**Sd/-  
CA Rakesh Gupta  
Partner  
M. No.: 094040**

**Place: New Delhi  
Date: May 30, 2015**

## Annexure to the Auditors' Report

The Annexure referred to in our report to the members of Purshottam Investofin Limited (the Company') for the year Ended on 31<sup>ST</sup> March, 2015. We report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
c) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets. However the company has disposed off all of its fixed assets during the year and no fixed assets is held as on Balance sheet date. However fixed assets disposed off during the year were not substantial and does not affects the going concern of the company.
2. (a) Yes, physical verification of the inventory has been conducted at regular reasonable intervals by the management. The company is a Non Banking Financial Company and holds inventory in the form of investment in shares.  
(b) The procedures of physical verification of inventory followed by the company is reasonable and adequate in relation to the size of the company and nature of its business.  
(c) The Company is maintaining proper records of inventory (shares) and no discrepancies between inventory and book records were noticed on verification.
3. Yes, the Company has granted unsecured loan to companies, firms or other parties covered in the register maintained under Section 189 of the Act.  
(a) Receipt of the principal amount and the interest is regular.  
(b) No amount of loan & advances is overdue.
3. In our opinion and according to the information and explanations there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
4. The Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).
5. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

6. (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities (except in few cases where the amount of TDS is deposited with interest). Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) According to the information & explanations given to us there are outstanding demand of Rs. 8,00,940/- in respect of income-tax and outstanding demand of Rs. 1,55,925/- in respect to TDS which have not been deposited with the appropriate authority on account of dispute. Further dispute is pending with the Income Tax Department. There are no amount of sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the informations and explanations given to us there are no amount which was required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
7. The Company has accumulated losses of Rs. 40,27,532/- at the end of financial year which is less than fifty percent of its net worth. Further the company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
8. In our opinion, the Company has not defaulted in repayment of dues to any financial institution or a bank or to debenture-holders during the year.
9. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
10. In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.
11. No fraud on or by the Company has been noticed or reported during the period covered by our audit.

**For STRG & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 014826N**

**Sd/-**

**CA Rakesh Gupta  
Partner  
M. No: 094040**

**Place: New Delhi  
Date: May 30, 2015**

**Purshottam Investofin Limited**  
**Regd Office :1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019**

**Balance Sheet as at March 31, 2015**

S.No	Descriptions	Note No.	Figures at the end	Figures at the end
			of current reporting	of previous
			period(Rs.)	reporting
			As on 31.03.2015	period(Rs.)
			As on 31.03.2014	
<b>EQUITIES &amp; LIABILITIES</b>				
<b>I</b>	<b>Shareholders Funds</b>			
	Capital	<u>BS-A</u>	62,835,750	62,835,750
	Reserve & Surplus	<u>BS-B</u>	238,956,600	238,742,432
<b>II</b>	<b>Non Current Liabilities</b>			
	Long Term Borrowings	<u>BS-C</u>	3,710,026	33,088,461
<b>III</b>	<b>Current Liabilities</b>			
	Short Term Borrowings	<u>BS-D</u>	3,605,065	6,500,000
	Other Current Liabilities	<u>BS-E</u>	103,582,443	120,563,899
	Short Term Provisions	<u>BS-F</u>	10,698	10,698
<b>Total (I + II + III)</b>			<b>412,700,582</b>	<b>461,741,240</b>
<b>ASSETS</b>				
<b>IV</b>	<b>Fixed Assets</b>			
	Fixed Assets	<u>BS-G</u>	-	55,577
	Deferred Tax Assets	<u>BS-H</u>	18,714	18,714
	Long Term Loans & Advances	<u>BS-I</u>	260,213,288	240,244,054
	Non Current Investments	<u>BS-J</u>	60,671,744	87,237,500
<b>V</b>	<b>Current Assets</b>			
	Closing Stock	<u>BS-K</u>	15,768,821	-
	Trade Receivables	<u>BS-L</u>	91,774	-
	Cash & Cash Equivalents	<u>BS-M</u>	239,177	6,493,067
	Short Term Loans & Advances	<u>BS-N</u>	75,697,064	127,692,328
	Other Non Current assets	<u>BS-O</u>	-	-
<b>Total (IV + V)</b>			<b>412,700,582</b>	<b>461,741,240</b>

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements  
As per our report attached  
For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
Rakesh Gupta  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

For and on Behalf of the Board of Directors  
Purshottam Investofin Limited

Sd/-  
Pravin Santlal Jain  
Managing Director  
DIN: 01318161

Sd/-  
Suraj Chokhani  
Director  
DIN:03547280

Sd/-  
Sarita Aggarwal  
Secretary  
PAN: ARZPA2612C

Sd/-  
Deependra S.Negi  
CFO  
PAN:AGIPN6328E



**Purshottam Investofin Limited**

Regd Office :1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019

**Notes to and forming Part of Balance Sheet as at March 31, 2015**

Note No.	Particulars	Figures at the end of current reporting period		Figures at the end of previous reporting period	
		As on 31.03.2015	As on 31.03.2014	As on 31.03.2015	As on 31.03.2014
<b>BS-A</b>	<b>Share Capital:</b>				
	Authorized: 1,51,00,000 equity shares of Rs. 10/- each (Last Year 1,51,00,000 Equity Shares of Rs 10/- each		151,000,000		151,000,000
	Issued, Subscribed and Paid up Shares at the beginning of Accounting Period 30,05,975 Equity Shares of Rs 10/- each (Last Year 30,05,975 Equity Shares;		62,835,750		30,059,750
	Addition during the Year: 32,77,600 Equity Shares of Rs 10/- each (Last Year Nil Equity Shares;		-		32,776,000
	Shares at the end of Accounting Period 62,83,575 Equity Shares of Rs 10/- each (Last Year 30,05,975 Equity Shares;		62,835,750		62,835,750
		<b>62,835,750</b>	<b>62,835,750</b>		
<b>BS-A-(i)</b>	<b>Terms/Rights attached to Equity Shares</b> The company had only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by the share holders.				
<b>BS-A-(ii)</b>	<b>Shareholders holding more than 5% shares in the company along with number of shares.</b>				
	<b>Name of the Shareholder</b>	<b>As at March 31st, 2015</b>		<b>As at March 31st, 2014</b>	
		<b>No. of Shares</b>	<b>Percentage</b>	<b>No. of Shares</b>	<b>Percentage</b>
	Pravin Santlal Jain	5,03,397	8.01	503,397	8.01
	Poonam Pravinchandra Jain	5,03,397	8.01	503,396	8.01
	Mamta Aggarwal	4,34,696	6.92	630,896	10.04
	Vandana Jain	5,03,397	8.01	503,396	8.01
	Neeraj Kumar Jain	5,03,397	8.01	503,397	8.01
	Ritika Garg	4,39,700	7.00	503,397	8.01
	Bharat Bhushan Bansal	5,03,397	8.01	503,397	8.01
	SSJ Finance & Securities Pvt. Ltd.	6,28,851	10.01	-	-
	<b>Total</b>	<b>40,20,000</b>	<b>63.98</b>	<b>3,651,276</b>	<b>58.10</b>
<b>BS-B</b>	<b>Reserve &amp; Surplus</b>				
	Provision For Standard Assets				
	At the beginning of Accounting Period		1,902,570		1,293,210
	Addition during the year		650,533		609,360
	<b>At the end of Accounting Period (I)</b>		<b>2,553,103</b>		<b>1,902,570</b>
	Statutory Reserve				
	At the beginning of Accounting Period		135,597		70,613
	Addition during the year		81,774		64,984
	<b>At the end of Accounting Period (II)</b>		<b>217,371</b>		<b>135,597</b>
	Security Premium Account				
	At the beginning of Accounting Period		236,663,358		236,663,358
	Addition During the Year		-		-
	<b>At the end of Accounting Period (III)</b>		<b>236,663,358</b>		<b>236,663,358</b>
	FCD Forfeiture Reserve				
	At the beginning of Accounting Period		2,343,800		2,343,800
	Addition during the year		-		-
	<b>At the end of Accounting Period (IV)</b>		<b>2,343,800</b>		<b>2,343,800</b>
	Share Forfeiture Reserve				
	At the beginning of Accounting Period		1,206,500		1,206,500
	Addition during the year		-		-
	<b>At the end of Accounting Period (V)</b>		<b>1,206,500</b>		<b>1,206,500</b>
	<b>Total</b>				

	Profit & Loss Account															
	At the beginning of Accounting Period		(3,509,394)	(3,036,918)												
	Addition during the year		214,169	199,324												
	Provision for Gratuity		-	2,544												
	Transfer to Standard Reserve		(650,533)	(609,360)												
	Transfer to Statutory Reserve		(81,774)	(64,984)												
	<b>At the end of Accounting Period (VI)</b>		<b>(4,027,532)</b>	<b>(3,509,394)</b>												
	<b>Total</b>		<b>238,956,600</b>	<b>238,742,432</b>												
<b>BS-C</b>	<b>Long Term Borrowing</b>															
	Unsecured Loans From Others		3,710,026	33,088,461												
	<b>Total</b>		<b>3,710,026</b>	<b>33,088,461</b>												
<b>BS-D</b>	<b>Short Term Borrowing</b>															
	Unsecured Loans		3,605,065	6,500,000												
	<b>Total</b>		<b>3,605,065</b>	<b>6,500,000</b>												
<b>BS-E</b>	<b>Other Current Liabilities</b>															
	Creditors for Expenses		129,326	504,101												
	Advances against Projects/Services		102,953,798	119,871,000												
	TDS Payable		499,319	335,938												
	Current Year Tax Payable (Net of TDS & Advance Tax)		-	(147,140)												
	<b>Total</b>		<b>103,582,443</b>	<b>120,563,899</b>												
<b>BS-F</b>	<b>Long Term Provisions</b>															
	Provisions for gratuity		10,698	10,698												
	Provision for income tax															
	<b>Total</b>		<b>10,698</b>	<b>10,698</b>												
<b>BS-H</b>	<b>Deferred Tax Assets (Net)</b>															
	Deferred Tax Assets		18,714	18,714												
	<b>Total</b>		<b>18,714</b>	<b>18,714</b>												
<b>BS-H-(i)</b>	<p>In compliance with Accounting Standard 22, "Accounting for Taxes on Income", deferred tax assets/liabilities arising during the year on account of timing differences has been recognized in the profit &amp; loss account and adjusted with opening deferred tax assets/liabilities.</p> <p>The component of deferred tax assets/liabilities to the extent recognized as on 31st March, 2015 are as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right;">Amount (in Rs) as on 31st March, 2015</th> <th style="text-align: right;">Amount (in Rs) as on 31st March, 2014</th> </tr> </thead> <tbody> <tr> <td>Deferred Tax Assets (Opening)</td> <td style="text-align: right;">18,714</td> <td style="text-align: right;">19,025</td> </tr> <tr> <td>Deferred Tax Assets Revalued on Account of Timing difference</td> <td style="text-align: right;">-</td> <td style="text-align: right;">311</td> </tr> <tr> <td>Deferred Tax Assets (Closing)</td> <td style="text-align: right;">18,714</td> <td style="text-align: right;">18,714</td> </tr> </tbody> </table>					Amount (in Rs) as on 31st March, 2015	Amount (in Rs) as on 31st March, 2014	Deferred Tax Assets (Opening)	18,714	19,025	Deferred Tax Assets Revalued on Account of Timing difference	-	311	Deferred Tax Assets (Closing)	18,714	18,714
	Amount (in Rs) as on 31st March, 2015	Amount (in Rs) as on 31st March, 2014														
Deferred Tax Assets (Opening)	18,714	19,025														
Deferred Tax Assets Revalued on Account of Timing difference	-	311														
Deferred Tax Assets (Closing)	18,714	18,714														
<b>BS-I</b>	<b>Long Term Loans &amp; Advances</b>															
	Security Deposit		-	100,000												
	Others		260,213,288	240,144,054												
	(Unsecured considered Good unless other stated)															
	<b>Total</b>		<b>260,213,288</b>	<b>240,244,054</b>												
<b>BS-J</b>	<b>Non Current Investments</b>															
	Investments in Equity Shares		57,771,744	66,837,500												
	Share Application Pending Allotment		2,900,000	20,400,000												
	<b>Total</b>		<b>60,671,744</b>	<b>87,237,500</b>												

<b>BS-K</b>	<b>Closing Stock</b> Equity Shares		15,768,821	-
<b>Total</b>			<b>15,768,821</b>	<b>-</b>
<b>BS-L</b>	<b>Trade Receivables</b> Debts outstanding for a period less than six month from the date they are due (Considered Good)		91,774	-
<b>Total</b>			<b>91,774</b>	<b>-</b>
<b>BS-M</b>	<b>Cash &amp; Cash Equivalents</b> Balance with Scheduled Banks Cheque Received But Not Deposited in Bank Cash in Hand		37,797 - 201,380	4,148,807 - 2,344,260
<b>Total</b>			<b>239,177</b>	<b>6,493,067</b>
<b>BS-N</b>	<b>Short Term Loans &amp; Advances</b> Advance Recoverable in Cash or Kind for Value to be Received Advance for Purchase of Shares Other Advances Income Tax Refund Due (IT 13-14, 14-15, TDS 15-16)-Net of provision		- 74,325,000 50,000 1,322,064	3,600,000 123,450,000 - 642,328
<b>Total</b>			<b>75,697,064</b>	<b>127,692,328</b>
<b>BS-O</b>	<b>Other Non Current Assets</b> Misc. Expenses (to the extent not written off or adjusted) Preliminary & Pre Operative Expenses Opening Balance/Additior Less: Written off during the year		- - -	81,540 81,540
<b>Total</b>			<b>-</b>	<b>-</b>

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements  
As per our report attached  
For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
Rakesh Gupta  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

For and on Behalf of the Board of Directors  
Purshottam Investofin Limited

Sd/-  
Pravin Santlal Jain  
Managing Director  
DIN: 01318161

Sd/-  
Suraj Chokhani  
Director  
DIN:03547280

Sd/-  
Sarita Aggarwal  
Secretary  
PAN: ARZPA2612C

Sd/-  
Deependra S.Negi  
CFO  
PAN:AGIPN6328E

**Purshottam Investofin Limited**  
**Regd Office :1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019**

**Notes to and forming Part of Statement of Profit & Loss for the year ended March 31, 2015**

Note No.	Particulars	Figures at the end	Figures at the end
		of current reporting period As on 31.03.2015	of previous reporting period As on 31.03.2014
<b>PL-A</b>	<b>Revenue from Operations</b>		
	- Interest Income	15,167,639	5,320,866
	- Receipt from Sale of Shares	802,935	6,615,100
<b>Total</b>		<b>15,970,574</b>	<b>11,935,966</b>
<b>PL-B</b>	<b>Other Income</b>		
	- Professional Receipts	-	250,000
	- Interest On IT Refund	-	28,801
<b>Total</b>		<b>-</b>	<b>278,801</b>
<b>PL-C</b>	<b>Employee Benefit Expenses</b>		
	- Employee Salary	1,004,000	444,000
<b>Total</b>		<b>1,004,000</b>	<b>444,000</b>
<b>PL-D</b>	<b>Financial Cost</b>		
	- Bank Charges	281	6,687
	- Interest on Delayed Payment of TDS	54,223	43,969
	- Interest on Loan	11,115,056	3,359,386
	Financial Charges (Divya Portfolio)	6,773	
	Financial Charges (FRR Shares)	4,690	
<b>Total</b>		<b>11,181,023</b>	<b>3,410,042</b>
<b>PL-E</b>	<b>Depreciation &amp; Amortization Expenses</b>		
	- Depreciation	5,247	12,749
	- Preliminary & Pre-Operative Expenses Written of		81,540
<b>Total</b>		<b>5,247</b>	<b>94,289</b>
<b>PL-F</b>	<b>Other Administrative Expenses</b>		
	- Annual Listing Fees	134,832	98,315
	- Business Promotion Expenses(advertising Exp.)	48,244	-
	Amt. Write off Exp.(TDS)	169,734	-
	Condonation Fees DSE		150,000
	- Stamp duty Expenses	-	85,391
	- DMAT Charges	2,135	1,000
	- Listing Fees	-	561,800
	- Loss on sale of Fixed Assets	38,329	-
	- Payment to Auditors	112,360	15,618
	- Printing & Stationery	32,960	39,993
	- Processing Fees	-	22,474
	- Professional Expenses	295,798	330,755
	- ROC Filing Fees	17,468	13,980
	- Short & Excess	103	-
	- Valuation Fees	-	7,865
- Website Development Expenses	529	14,326	
- Stock exchange Fees	56,180		
<b>Total</b>		<b>908,674</b>	<b>1,341,517</b>

<b>Notes to accounts &amp; Other Disclosures</b>		<b>Year Ended March 31, 2015</b>	<b>Year Ended March 31, 2014</b>
1 (a)	<b>Contingent Liabilities</b>	NIL	NIL
1 (b)	<b>Capital Commitments</b>	NIL	NIL
1 (c)	<b>Other Commitments</b>	NIL	NIL
2	<b>Detail of Remuneration to Auditor</b>		
	For Taxation Matters	NIL	NIL
	For Company Law Matters	NIL	NIL
	For Management Fees	NIL	NIL
	For Audit Fees	112,360	15,618
	For Reimbursement of Expenses	NIL	NIL
3	<b>Current Tax (Income Tax) Payable</b>		
	Income Tax Payable	194,702	125,284
	Less:MAT Credit Entitled	NIL	NIL
	Net Current Tax Liability	194,702	125,284
4	<b>Value of Import on CIF Basis</b>	NIL	NIL
5	<b>Earning/Expenditure in Foreign Currency</b>	NIL	NIL
6	<b>Earning Per Share</b>	0.0341	0.0317
	<b>Particulars</b>	<b>As on 31st March , 2015</b>	<b>As on 31st March , 2014</b>
	Net Profit/(Loss) after tax (in Rs)	214,169	199,324
	Weighted Average No. of Equity Shares	6,283,575	6,283,575
	Earning Per Share (in Rs)	0.0341	0.0317
	Nominal Value per equity share (in Rs)	10	10
7	<b>Amount due to Micro, Small and medium Enterprises</b> There are no Micro and Small Scale Business Enterprises to whom the company overdues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.		
8	In the opinion of the management of the company, the current assets and loans & advances have realization value in the ordinary course at least equal to the figures stated in the balance sheet and provisions for all known liabilities have been made.		
9	The company has not recognized any permanent diminution in the Long Term investments and hence all the Long Term investments are stated at cost.		
10	<b>Previous Year Figures</b> Figures of the previous year have been regrouped /reclassified wherever considered necessary to conform to current year classification.		

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements  
As per our report attached  
For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
Rakesh Gupta  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

For and on Behalf of the Board of Directors  
Purshottam Investofin Limited

Sd/-  
Pravin Santlal Jain  
Managing Director  
DIN: 01318161

Sd/-  
Suraj Chokhani  
Director  
DIN:03547280

Sd/-  
Sarita Aggarwal  
Secretary  
PAN: ARZPA2612C

Sd/-  
Deependra S.Negi  
CFO  
PAN:AGIPN6328E

**CASH FLOW STATEMENT**  
**FOR THE PERIOD APRIL 01, 2014 TO MARCH 31, 2015**

S.No.	Particulars	Amount (Rs.)		Amount (Rs.)	
I.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>For the year ended 31.03.2015</b>		<b>For the year ended 31.03.2014</b>	
	<b>Net Profit after Tax</b>		<b>214,169</b>		<b>199,324</b>
	Add:Depreciation	5,247		12,749	
	Add:Preliminary Expenses Written Off	-		81,540	
	Add: Amount receivable written off	169,734			
	Add:Deferred Tax Asset	-		311	
	Add:Interest Paid	11,115,056		3,359,386	
	Add: Loss on sale of Fixed assets	38,329			
	Less:Interest Received	15,167,639	(3,839,273)	5,320,866	(1,866,880)
	Adjustments(if any)		-		-
	<b>Operating Profit before Working Capital Changes</b>		<b>(3,625,104)</b>		<b>(1,667,556)</b>
	<b>Adjustments for:</b>				
	Increase/(Decrease) in Other Current Liabilities & Provisions	(16,981,456)		15,441,660	
	(Increase)/Decrease in Receivables	(91,774)		875,000	
	(Increase)/Decrease in stock in hand	(15,768,821)			
	(Increase)/Decrease in Other Current Assets	(849,470)		22,825	
	Add: Proceeds from Repayment of Short Term Loans & Advances	52,675,000		8,017,390	
	Add: Proceeds from Repayment of Long Term Loans & Advances	(19,969,234)		34,010,464	
	Add:Proceeds from Short Term Borrowings	(2,894,935)		6,311,370	
	Less : Repayment of Long Term Borrowings	29,378,435	(33,259,124)	355,159	64,323,550
	<b>Cash Generated from Operations</b>		<b>(36,884,228)</b>		<b>62,655,994</b>
	Income Tax Paid				
	Interest Paid		11,115,056		3,359,386
	<b>Net Cash flow Generated from Operating Activities (A)</b>		<b>(47,999,284)</b>		<b>59,296,608</b>
II.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Sale of Investment in Shares	26,565,756		50,150,000	
	Add:Interest Received	15,167,639		5,320,866	
	Add: Proceeds from sale of Fixed assets	12,000			
	Less:Advance given for purchase of shares		41,745,394	123,450,000	(67,979,134)
	<b>Net Cash Flow Generated from Investing Activities (B)</b>		<b>41,745,394</b>		<b>(67,979,134)</b>
III.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	<b>Net Cash Generated from Financing Activities (C)</b>		-		-
IV.	<b>Net increase in Cash &amp; Cash Equivalents ( A - B - C )</b>		<b>(6,253,890)</b>		<b>(8,682,526)</b>
	Cash and Cash equivalents as on April 1,2013		6,493,067		15,175,593
	Cash and Cash equivalents as on March 31,2014		239,177		6,493,067
V.	<b>Cash &amp; Cash equivalents as stated in Balance Sheet</b>				
	Cash in Hand		201,380		2,344,260
	Cash at Bank		37,797		4,148,807
	<b>Cash &amp; Cash equivalents as stated in Balance Sheet</b>		<b>239,177</b>		<b>6,493,067</b>

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements

As per our report attached  
For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
**Rakesh Gupta**  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

For and on Behalf of the Board of Directors  
Purshottam Investofin Limited

Sd/-  
**Pravin Santlal Jain**  
Managing Director  
DIN: 01318161

Sd/-  
**Suraj Chokhani**  
Director  
DIN:03547280

Sd/-  
**Sarita Aggarwal**  
Secretary  
PAN: ARZPA2612C

Sd/-  
**Deependra S.Negi**  
CFO  
PAN:AGIPN6328E

**Purshottam Investofin Limited**

**Regd Office :1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019**

BS-G	Fixed Assets					
			Opening Balance	Addition		
	<b>Tangible &amp; Intangible Assets</b>					
	Gross Block					
	- Air Conditioner		23,900	-	23,900	-
	- Generator		27,799	-	-	-
	- Office Equipment		207,125	-	207,125	-
	- Office Premises		27,948	-	27,948	-
	<b>Total</b>		<b>286,772</b>	<b>-</b>	<b>286,772</b>	<b>-</b>
	<b>Total of the Previous Year</b>		<b>286,772</b>		<b>-</b>	<b>286,772</b>
	Depreciation Block					
	- Air Conditioner		4,907	1,981	6,888	-
	- Generator		23,733	424	24,157	-
	- Office Equipment		193,376	1,434	194,810	-
	- Office Premises		9,179	1,408	10,587	-
	<b>Total</b>		<b>231,195</b>	<b>5,247</b>	<b>236,442</b>	<b>-</b>
	<b>Total of the Previous Year</b>		<b>218,446</b>	<b>12,749</b>	<b>-</b>	<b>231,195</b>
	<b>Net Block</b>		<b>Current Year</b>		<b>Last Year</b>	
	- Air Conditioner		-		18,993	
	- Generator		-		4,066	
	- Office Equipment		-		13,749	
	- Office Premises		-		18,769	
	<b>Total</b>		<b>-</b>		<b>55,577</b>	

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements

For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
Rakesh Gupta  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

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Purshottam Investofin Limited

Sd/-  
Pravin Santlal Jain  
Managing Director  
DIN: 01318161

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Suraj Chokhani  
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Sarita Aggarwal  
Secretary  
PAN: ARZPA2612C

Sd/-  
Deependra S.Negi  
CFO  
PAN:AGIPN6328E

BS-J Non-current investments

(Amount in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Long Term Investment</b>		
<u>Quoted</u>		
Investment in Equity Shares	26,474,245	-
<u>Unquoted</u>		
Investment in Equity Shares	31,297,500	66,837,500
<b>Total</b>	<b>57,771,745</b>	<b>66,837,500</b>

Particulars	As at 31 March 2015	As at 31 March 2014
Aggregate amount of quoted investments	26,474,245	-
Aggregate amount of unquoted investments	31,297,500	66,837,500
Total	57,771,745	66,837,500
Market value of quoted investments	14,890,988	-

BS-J.1 Details of Non-Current Investments:

Sr. No.	Particulars	Face value per share	No. of Share / Unit		(Amount in Rs.)	
			As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
(a)	<b><u>Investment in Equity Shares - Quoted, fully paid up</u></b>					
	Aadhaar Venture India Ltd.	10	19600251	-	6037216.81	-
	Luminaire Technologies Ltd	10	9910100	-	19448690.15	-
	Pine Animation Ltd	10	25000	-	988337.69	-
	Total (a)				<b>26,474,245</b>	<b>-</b>
(b)	<b><u>Investment in Equity Shares - UnQuoted, fully paid up</u></b>					
(i)	<u>In subsidiaries</u>					
	Catalyst International Limited-wholly owned subsidiary	10	-	711,374	-	35,540,000
(ii)	<u>In others</u>					
	Castle Rock Advisor Pvt. Ltd	10	14,500	14,500	10,875,000	10,875,000
	Cyan Consultants Pvt. Ltd	10	20,250	20,250	15,187,500	15,187,500
	Shri Pitraye Impex Private Limited	10	6,980	6,980	5,235,000	5,235,000
	Total (b)				<b>31,297,500</b>	<b>66,837,500</b>
	<b>Total (a + b)</b>				<b>57,771,745</b>	<b>66,837,500</b>

Significant Accounting Policies & Notes to Accounts refer to above form an Integral Part of our financial statements  
As per our report attached  
For STRG & Associates  
Chartered Accountants  
(Firm Reg. No. 014826N)

Sd/-  
Rakesh Gupta  
Partner  
Membership No: 094040

Place : New Delhi  
Dated : 30/05/2015

For and on Behalf of the Board of Directors  
Purshottam Investofin Limited

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Director  
DIN:03547280

Sd/-  
Deependra S.Negi  
CFO  
PAN:AGIPN6328E

**PURSHOTTAM INVESTOFIN LIMITED**

**BS-K**

**CLOSING STOCK**

<b>Name of Company</b>	<b>Quantity</b>	<b>Rate</b>	<b>Value</b>	<b>Market Price</b>	<b>Market value</b>
Allied Computes International Ltd	6000000	0.13	804657.02	0.07	420000.00
Interworld Digital Ltd	2625000	1.36	3570602.91	1.20	3150000.00
North Eastern Carrying Corporation Lt	159775	80.41	12847737.14	76.35	12198821.25
<b>Grand Total</b>	<b>38320026</b>		<b>17222997.07</b>		<b>15768821.25</b>

**Purshottam Investofin Limited**  
**Regd Office :1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019**

**Annexure Forming Part of Balance Sheet**  
**As at March 31,2015**

BS-C-(i)	<b><u>Long Term Borrowings</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Apac Insurance Broking Service Private Limited	3,710,026	4,665,482
	Sajan International Private Limited	-	28,422,979
	<b>Total</b>	<b>3,710,026</b>	<b>33,088,461</b>
BS-D-(i)	<b><u>Short Term Borrowings</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	VTS Management Pvt. Ltd.	3,605,065	6,500,000
	<b>Total</b>	<b>3,605,065</b>	<b>6,500,000</b>
BS-E-(i)	<b><u>Creditors For Expenses</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Mas Services Pvt. Ltd.	26,966	-
	Audit Fees Payable	102,360	31,236
	Ashok Kumar Garg	-	7,865
	Salary payable-Ruchika Goel	-	150,000
VTS Management Consultants Pvt. Ltd.	-	315,000	
	<b>Total</b>	<b>129,326</b>	<b>504,101</b>
BS-E-(ii)	<b><u>Other Liabilities</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
		-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

BS-E-(iii)	<b>Advances against Projects/Services</b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Account Guru India .Com Limited	566,078	
	Advance Home and Personal Care Private Limited	800,000	800,000
	Advance Surfactants Limited	-	2,300,000
	Atul Mittal And Sons	150,000	150,000
	Castle Rock Advisors Pvt Ltd	300,337	-
	Catalyst International Ltd.	17,340,678	
	Cyan consultants Pvt. Ltd.	13,184,750	
	Delhi Sugar Trading Co.	-	5,160,000
	Delicious coco Water Private Limited	-	140,795
	DRV Portfolio Pvt. Ltd.	725,000	
	Expert Project Consultants pvt Ltd	4,055,205	4,055,205
	Gera Estate Pvt. Ltd.	-	1,200,000
	Humming Metal & Alloys Pvt Ltd	3,727,750	17,684,000
	Manju Aggarwal	656,041	
	P.D. Fabrication Private Limited	28,549,184	34,540,000
	Pineapple Infra Projects Pvt.Ltd.	600,000	
	Pioneer Drycleaners Private Limited	1,300,000	1,300,000
	Prince Soni	-	500,000
	Proplinker Realtors Pvt Ltd	-	815,000
	Qubic Information System Private Limited	-	5,000,000
	Rohit Khandelwal	-	50,000
	Sapebelle Private Limited	-	1,622,000
	Scraft Products Pvt Ltd	96,953	7,000,000
	Shiv Sales Corporation	105,367	200,000
	Shri Bankey Behari Udyog	300,000	300,000
	Skyworld Exim	-	6,000,000
	Success Mantra Online.com	-	1,800,000
	Sushil Kumar	50,000	
	Tapi Marketing Private Limited	124,000	5,024,000
	TTJ Impex Private Limited	1,650,000	
	Turbo Buildwell Private Limited	645,000	645,000
	Vatsal Infraprojects Private Limited	3,350,000	
	Vinayaka Udhyog	24,677,455	22,785,000
	Vipin Gera	-	800,000
	<b>Total</b>	<b>102,953,798</b>	<b>119,871,000</b>
BS-F-(i)	<b>Long Term Provisions</b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Provision for Gratuity	10,698	10,698
	<b>Total</b>	<b>10,698</b>	<b>10,698</b>

BS-I-(i)	<u>Security Deposit</u>		
	Particulars	31.03.2015	31.03.2014
	Advance BusinessEnterprises limited	-	100,000
	<b>Total</b>	<b>-</b>	<b>100,000</b>
BS-I-(ii)	<u>Long Term Advances</u>		
	Particulars	31.03.2015	31.03.2014
	AAR & Associates	5,355,509	-
	Aar Shyam Investment India Ltd.	500,000	-
	Ajit Kumr Gupta	1,509,863	-
	Alka Jain	7,465,000	-
	Amit Jain	-	22,530,195
	Anil Kumar Jain	350,000	279,355
	Apac & Associates	1,193,104	-
	Apac Business Solutions Pvt Ltd	1,735,051	-
	APAC Consultants Private Limited	9,027,859	-
	Apac Infraprojects Private Limited	8,920,000	-
	Apac Insurance Bronking Services (I) Private Limited	-	-
	APAC Ventures Private Limited	25,482,881	-
	Ashish Mahindru	-	115,000
	Ashok Kumar Aggrawal	-	1,500,000
	Chemliner Tradex Private Limited	-	9,771,900
	Chetan Gupta & Associates	1,655,540	1,589,800
	Davinder Dagar	-	7,950,000
	E2Z Realcon Private Limited	2,508,877	-
	Empire Buildcon Private Limited	2,514,054	-
	Empire Buildtech Private Limited	5,031,069	-
	Empire Fincap Private Limited	5,950,000	5,950,000
	Finlinkers Solutions Private Limited	85,612	415,000
	Gurpal Singh Developers & Promoters	33,664,859	-
	Heaven Infra Developers Private limited	-	5,000,000
	Hemat Kumar	-	1,000,000
	High Valley Builders	10,418,256	-
	High Valley Industrial Corporation	6,030,773	-
	Idreams Impex Pvt Ltd	1,962,000	1,800,000
	Ientrepneurss Impex Pvt Ltd	2,180,000	2,000,000
	Jai Prakash Goel	-	8,800,000
	JMJ Industries	600,000	600,000
	Kalyani Barter Private Limited	6,876,307	-
	Kaushiv Associates	56,811	2,007,101
	Kotiratan Advisory Private Limited	3,908,077	-
	Lalit Mittal	-	6,600,000
	Lubok Carbon LLP	13,713,920	-
	Mona Jain	-	1,033,600
	Mukesh Jain	-	1,735,000
	Nanya Airconn Pvt. Ltd.	-	12,299,292
	Neelam Aggarwal	1,450,000	1,450,000
	Omura Sales Private Limited	6,100,000	6,100,000
	Oracle Buildwell Private Limited	1,503,994	-
	Orbit Buildtech Private Limited	-	42,660,134
	Orchid Infosolution Private Limited	100,000	100,000
	Pineapple Infra Projects Private Limited	-	17,650,000
	Ragini Jain	2,590,000	11,765,000
	Rai Ashwani Kumar	93,945	2,534,027
	Rajinder Singh Gujral	5,200,000	5,200,000
	Ranbro INC.	124,291	1,530,181
	Rashmi Varma	-	-
	Rashmi Vij	1,090,000	2,796,000
	RNA Agencies Pvt Ltd	-	700,000
	RP Mittal	2,200,000	2,500,000
	S.B Marketing	2,179,999	2,052,669

	Saffron Infratech Private Limited	5,410,800	21,425,800
	Sanjay jain	1,570,000	10,050,000
	Sati Enterprises	-	-
	Satish Kumar Aggarwal	2,350,000	2,350,000
	Sharad Bhasin	2,000,000	2,000,000
	Shri Pitraye Impex Private Limited	12,104,685	-
	Shruti Cement Traders Private Limited	-	1,200,000
	SMS Infratech Private Limited	13,160,964	
	Strategic Impex Pvt.Ltd	1,000,000	
	Strategic Overseas Pvt Ltd	2,000,000	1,000,000
	Success Mantra Online .Com limited	9,141,896	
	Suman Villas Private Limited	7,518,810	
	Superior Calltech Private Limied	5,100,000	5,100,000
	Suyog Jain	7,000,000	-
	Tayal Tuff Pvt Ltd	-	5,000,000
	Vinayak Vanijya Ltd	1,404,000	1,404,000
	Vishal Goel	2,224,482	-
	Vivek Gupta	6,900,000	-
	Y G Estate Pvt. Ltd.	-	600,000
	<b>Total</b>	<b>260,213,288</b>	<b>240,144,054</b>
<b>BS-J(i)</b>	<b><u>Non Current Investments-Investment in Shares</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Catalyst International Limited (7,11,374 equity shares of Rs. 10/- each fully paid up)	-	35,540,000
	Castle Rock Advisor Pvt. Ltd (14,500 equity shares of Rs. 10/- each fully paid up)	10,875,000	10,875,000
	Cyan Consultants Pvt. Ltd (20,250 equity shares of Rs. 10/- each fully paid up)	15,187,500	15,187,500
	Metbrass Plassim India Limited	<b>50,000</b>	
	Omura Sales Private Limited (17,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Orchid Infosolution Private Limited (4,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Shri Pitraye Impex Private Limited (6,980 equity shares of Rs. 10/- each fully paid up)	<b>5,235,000</b>	5,235,000
	Vts Management Consultants Private Limited (1,467 equity shares of Rs. 10/- each fully paid up)	-	-
	Gloria Buildwell Private Limited (5,000 equity shares of Rs. 100/- each fully paid up)	-	-
	Sunvision Properties Private Limited (4,10,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Superior Calltech Private Limied (16,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Shahi Buildcon Limited (40,000 equity shares of Rs. 100/- each fully paid up)	-	-
	Indian Durobuild Limited (3,50,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Prince IT Solution Pvt Ltd 50,000 equity shares of Rs. 100/- each fully paid up)	-	-
	Goldsmith Realtech Private Limited	-	-
	Aadhaar Venture India Ltd. 19600251shares of F.V Rs.1/-	-	-
	Allied Computes International Ltd 6000000 shares F.V Rs.1/-	-	-
	Interworld Digital Ltd 2625000 shares F.V Rs.1/-	-	-
	Luminaire Technologies Ltd 9910000 shares F.V Rs.1/-	-	-
	North Eastern Carrying Corporation Ltd. 159775 shares F.V Rs.10/-	-	-
	Pine Animation Ltd 25000 shares F.V Rs.1/- (4,35,000 equity shares of Rs. 10/- each fully paid up)	-	-
	Metbrass Plassim India Pvt Ltd (38,000 equity shares of Rs. 10/- each fully paid up)	-	-
	<b>Total</b>	<b>31,347,500</b>	<b>66,837,500</b>

BS-J-(ii)	<b><u>Non Current Investments-Share Application Money</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Bhawani Renewable Energy Shantanu Farms Private Limited	- 2,900,000	17,500,000 2,900,000
	<b>Total</b>	<b>2,900,000</b>	<b>20,400,000</b>
BS-L-(i)	<b><u>Trade Receivables</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	FRR Shares & Securities Ltd. Divya Portfolio Pvt. Ltd.	91,768 6	- -
	<b>Total</b>	<b>91,774</b>	<b>-</b>
BS-M-(i)	<b><u>Bank Accounts</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	HDFC Bank-Kohat Enclave	37,797	4,148,807
	<b>Total</b>	<b>37,797</b>	<b>4,148,807</b>
BS-M-(ii)	<b><u>Cheque Received but Not Deposited in Bank</u></b>		
	<b>Particulars</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
	ESPL Realtors Pvt Ltd Metbrass Plassim India Pvt Ltd	- -	11,350,000 50,000
	<b>Total</b>	<b>-</b>	<b>11,400,000</b>
BS-N-(i)	<b><u>Short Term Loans &amp; Advances</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	EDIT Factory	-	3,600,000
	<b>Total</b>	<b>-</b>	<b>3,600,000</b>
BS-N-(ii)	<b><u>Advance for Shares</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Competent Infoways Pvt. Ltd. S E Finest Pvt Ltd	29,350,000 44,975,000	64,750,000 58,700,000
	<b>Total</b>	<b>74,325,000</b>	<b>123,450,000</b>
BS-N-(iii)	<b><u>Other Advances</u></b>		
	<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
	Metbrass Plassim India Limited	50,000	-
	<b>Total</b>	<b>50,000</b>	<b>-</b>

## **M/S Purshottam Investofin Limited**

### **Significant Accounting Policies and Notes to Accounts**

#### **1. BACKGROUND**

**M/S Purshottam Investofin Limited** (“The Company”) was incorporated in India on **04<sup>TH</sup> day of November 1988** under the company’s act 1956. The company is registered with Reserve Bank of India (RBI) as a Non-Banking Financial Company vide certificate No.B-14-01044 dated 14<sup>th</sup> May 2003. The company is primarily engaged in the business of NBFC (Non-Accepting Public Deposits).

#### **2. Significant accounting policies**

##### **a. Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention method, on the accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles ("GAAP") in India, and Accounting Standards Specified under Section 133 of the companies act 2013 (the ‘act’), read with rule 7 of the companies (Accounts) Rules ,2014 (as amended). The accounting policies have been consistently applied by the company.

Previous year figures have been regrouped/ recast to make them comparable with figures of current year.

##### **b. Use of estimates**

The preparation of financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any change in the accounting estimates is recognized prospectively in the current and future periods.

##### **c. Revenue Recognition**

Revenue is recognized on accrual basis

##### **d. Fixed assets**

###### **Tangible Assets**

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

###### **Intangible Assets**

Internally generated intangible asset arising from development activity are recognized only on demonstration of its feasibility, the intention and ability of the company to complete, use or sell it. The intangible assets (if any) are eroded at cost and are carried at cost less accumulated amortization.

**e. Depreciation**

Depreciation on fixed assets ought to be in accordance with the enactment of the Companies Act 2013 (the 'Act'), the Company, effective 1st April 2014, had to review the estimated useful lives of its fixed assets, generally in accordance with the provisions of Schedule II to the Act, as follows:

<b>Asset Category</b>		<b>Life ( in Years)</b>
Computers & Software	useful life	3 Years
Office Equipments	useful life	5 Years
Furniture and fixtures	useful life	10 Years
Vehicles	useful life	8 Years

***However, depreciation has been charged for the first 9 months of the year according to Schedule XIV of the Companies Act, 1956 in the absence of clarity on the application of Schedule II of Companies Act, 2013 and the fixed assets has been disposed off at scrap value on 01.01.2015 resulting in NIL fixed assets as on 31.03.2015 and NIL depreciation for the 4<sup>th</sup> quarter of the FY 2014-15.***

Moreover, the amount of depreciation charged during the year is not material which could affect the true and fair view of the state of affairs of the company for the current financial year

**f. Investments**

Investments held for maturity (Long term) are stated at cost & any decline other than temporary, in the value of such investments is charged to the statements of Profit & Loss. The carrying amount for Investment held for trade is the lower of cost and fair value.

**g. Inventories**

Inventories are valued at the lower of cost and net realizable value. Cost of inventories comprises all cost of purchase, and other costs incurred in acquiring the inventories. Further the inventories are valued on FIFO basis.

**h. Income Tax Expense**

Provision for Income tax expense is determined as the amount of tax payable in respect of estimated taxable income for the year and in accordance with the Income-tax Act, 1961. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future.

**i. Employee Benefits:**

Company has not made any Provision for liability of future payment of gratuity as the company does not fulfill the criteria of its provisions.

No provision has been made for leave encashment benefits, as the company does not have a policy of encasing leaves of employees.

**j. Leases**

Lease rentals (if any) in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis.

**k. Earnings per share**

The earnings considered in ascertaining the Company's earnings per equity share comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of equity shares outstanding during the year.

**l. Provisions & Contingencies**

A provision is recognized when the company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. Contingent liabilities and contingent assets are neither recognized nor disclosed in the financial statements.

**m. Foreign exchange transactions**

Foreign currency transactions (if any) are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Profit and Loss Account.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at year end rates. The resultant exchange differences are recognised in the profit and loss account. Non monetary assets are recorded at the rates prevailing on the date of transaction.

**11. Related Party Transactions**

Related party disclosures as required under Accounting Standard (AS) – 18 “Related party Disclosures”, notified by the Government in the Companies (Accounting Standard) Rules 2006, are given in a separate annexure attached herewith:

**Related parties with nature of relationship are given below:**

<b>Description of Relationship</b>	<b>Name of Related Party</b>
<b>Key Managerial Personnel</b>	Bharat Bhushan Bansal (appointed on 24.06.2013)
	Pravin Santlal Jain (appointed on 24.06.2013)
	Sushil Kumar (appointed on 24.06.2013)

	Naman Jain (appointed on 24.06.2013)
	Atul Singla (appointed on 24.06.2013)
	Swati Sharma (appointed on 15.10.2014)
	Robin Garg (appointed on 30.05.2014 & resigned w.e.f. 23.04.2015)
	Suraj Chokani (appointed on 23.04.2015)
	Ravi Jaipuria (appointed on 23.04.2015)
	Sapna Bhatia (appointed on 15.01.2014 & resigned w.e.f. 31.07.2014)
	Neha Bansal (appointed on 01.08.2014 & resigned w.e.f. 10.11.2014)
	Sarita Aggarwal (appointed on 01.11.2014)
	Deependra Singh Negi (appointed on 30.05.2015)
Group Company	Lubok Carbon LLP

**Related parties with whom transaction have taken place during the current year and previous year**

<b>Description of Relationship</b>	<b>Name of Related Party</b>
Group Company	Lubok Carbon LLP
Key Managerial Personnel	Neha Bansal Sarita Aggarwal

**Transaction with related parties**

	<b>For the year ended March 31<sup>st</sup>, 2015</b>	<b>For the year ended March 31<sup>st</sup>, 2014</b>
<b>I. Transaction with the Group Company</b>		
<u>Lubok Carbon LLP</u>	1,29,00,000/-	NIL
- Loan & Advances given	9,04,356/-	NIL
- Interest Income accrued		
<b>II. Transaction with Key Management Personnel</b>		
<u>Neha Bansal</u>		
- Salary Paid	30,000/-	NIL
<u>Sarita Aggarwal</u>		
- Salary Paid	2,00,000/-	NIL

**Balances outstanding with the Related parties**

	<b>For the year ended March 31<sup>st</sup>, 2015</b>	<b>For the year ended March 31<sup>st</sup>, 2014</b>
<b>I. Transaction with the Group Company</b>		
<u>Lubok Carbon LLP</u>	1,37,13,920/-	NIL

12. Extraordinary items include Prior Period Expenses.

For **STRG** &  
**ASSOCIATES**  
Chartered Accountants  
Firm Registration No.:  
14826N

For and on behalf of Board of Directors of  
**Purshottam Investofin Limited**

Sd/-  
**CA Rakesh Gupta**  
Partner  
Membership No. : 094040

Sd/-  
**Pravin Santlal Jain**  
**Director**  
DIN :01318161

Sd/-  
**Suraj Chokhani**  
**Director**  
DIN:03547280

Sd/-  
**Sarita Aggarwal**  
**Secretary**  
PAN: ARZPA2612C

**Place:** New Delhi

**Date:** 30<sup>th</sup> May, 2015

*If undelivered, please return to:  
1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019*