

SARNIMAL INVESTMENT LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2014-2015

Regd Off: S-524, VIKAS MARG, SHAKARPUR, DELHI-
110092

CIN: L65993DL1981PLC012431

Website: www.sarnimal.com

Email id: sarnimalinvestltd@gmail.com

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SARNIMAL INVESTMENT LIMITED

REG. OFFICE-S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CIN-L65993DL1981PLC012431, EMAIL-sarnimalinvestltd@gmail.com

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of **SARNIMAL INVESTMENT LIMITED (CIN. L65993DL1981PLC012431)** will be held on Tuesday, 7th July 2015 at 11:00 A.M at **S-524 Vikas Marg, Shakarpur, Delhi-110092** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet of the Company as at 31st March 2015, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Auditor's and Directors Report thereon.
2. To appoint a Director in place of Mr. Rajeev Garg (DIN 02216829), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Amit Aggarwal (DIN 02504414), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 the re-appointment of the statutory auditors of company **M/S Moon and Company, CHARTERED ACCOUNTANTS (FRN 523034)**, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation)Rules, 2014 (including any statutory modification(s)or re-enactment thereof, for the time being in force ,the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For **SARNIMAL INVESTMENT LIMITED**

Place: Delhi
Dated: 13.06.2015

Sd-
Nitin Agarwal
(Managing Director)
DIN: 0312245

NOTES:-

1. *A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited with the company not less than 48 hours before that meeting.*
2. *Register of members and share transfer books will be closed from Tuesday 30th June 2015 to Tuesday 7th July (both the days inclusive).*
3. *Members are requested to please notify immediately any change in their addresses to the company.*
4. *Members/proxies should bring the attendance slip duly filled in for attending the meeting.*
5. *Mr. Amit Kumar (M. No. 518735) Chartered Accountants in whole time practice, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.*
6. *Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.*
7. *The Member Are Requested To: -*
 - a. *Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, M/s Skyline Financial Services (P) Ltd. At D-153A, Okhla Industrial Area, Phase-I, Delhi-110020.ph-011-30857575.*
 - b. *Quote folio number in all their correspondence with the company.*
 - c. *Bring their copies of annual report including attendance slip at the venue for the AGM.*

8. *Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.*
9. *Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.*

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

Item no. 5

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Companies Act 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Voting through electronic means:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Amit Kumar, Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the

Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

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

- (i) The remote e-voting period starts on Saturday the **4th day of July from 10:00 AM and ends on Monday the 6th day of July 2015 up to 5:00 PM.**, During this period shareholder’s of the Company, holding shares either in physical form or in Dematerialized form, as on cut-off date (record date) of **30th June 2015** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Select the “ **Sarnimal Investment Limited**” from the drop down menu and click on submit
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Verification Code as displayed and Click on Login.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital)(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in

	dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository and Company please enter the member id/folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **SARNIMAL INVESTMENT LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non- Individual Shareholders and Custodians
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

General Instructions:

- (a) **The voting period begins on Saturday the 4th July 2015 from 10:00 AM and ends on Monday the 6th July 2015 upto 5:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th June 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (b) The voting rights of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 30th Day of June, 2015.
- (c) **Mr. Amit Kumar** (M. No. 518735) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the

presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

- (d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.sarnimal.com> and on the website of CDSL within Three (3) days of passing of the resolutions at the Annual General Meeting of the Company scheduled to be held on Saturday on July 7th 2015 and communicated to all the participating Stock Exchanges(s).

FORM NO. MGT-11

PROXY FORM

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

CIN : **L65993DL1981PLC012431**
Name of the company : **Sarnimal Investment Limited**
Registered Office : S-524, Vikas Marg, Shakarpur, Delhi-110092.
Name of Shareholder(s) :
Registered Address :
Email ID. :
Folio No./DP ID/Client ID :

I /We, being the member(s) of _____ Shares of the above named company, hereby appoint:

1. Name: _____ Address: _____

Email
Id: _____ Signature: _____
____ or falling him/her

2. Name: _____ Address: _____

Email
Id: _____ Signature: _____
____ or falling him/her

3. Name: _____ Address: _____

Email
Id: _____ Signature: _____
____ or falling him/her

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 **Tuesday, 7th July 2015 at 11:00 a.m. at its registered office at S-524 Vikas Marg, Shakarpur, Delhi 110092** and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution Type	Description	For	Against
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Rajeev Garg (DIN 02216829), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To appoint a Director in place of Amit Aggarwal (DIN 02504414), who retires by rotation and being eligible offers himself for re-appointment.		
4.	Ordinary Resolution	To re-appoint M/S. Moon & CO.(FRN 523034) as a statutory auditor for the Financial Year 2015-16		
5.	Special Resolution	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

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

Signature of Shareholder.....

Signature of Proxy Holder(s).....

Affix Rs.1 Revenue Stamp

Note:

- 1. 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.**
2. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

SARNIMAL INVESTMENT LIMITED

REG. OFFICE-S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CIN-L65993DL1981PLC012431, EMAIL-sarnimalinvestltd@gmail.com

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	PAN	USER ID	NO. OF SHARES

.....TEAR HERE.....

SARNIMAL INVESTMENT LIMITED

REG. OFFICE-S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CIN-L65993DL1981PLC012431, EMAIL-sarnimalinvestltd@gmail.com

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Tuesday, 7th July 2015 at 11:00 a.m. at its registered office at **S-524 Vikas Marg, Shakarpur, Delhi 110092**.

NAME(S) OF THE MEMBER(S)	Registered Folio No :
	Client ID No :

Name of Proxy (in block letters)

(To be filled in, if the Proxy attends instead of the Member)

.....

--

**Member's/Proxy's
Signature**

SARNIMAL INVESTMENT LIMITED

REG. OFFICE-S-524, VIKAS MARG, SHAKARPUR, DELHI-110092
CIN-L65993DL1981PLC012431, EMAIL-sarnimalinvestltd@gmail.com

BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner
Including joint-holders, if any :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick() mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Mr. Rajeev Garg (DIN 02216829), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To appoint a Director in place of Mr. Amit Aggarwal (DIN 02504414), who retires by rotation and being eligible offers himself for re-appointment.		
4.	Ordinary Resolution	To re-appoint M/s. Moon & CO.(FRN 523034) as a statutory auditor for the Financial Year 2015-16		
5.	Special Resolution	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Place:

Date:

Signature of the Shareholder /Beneficial Owner

SARNIMAL INVESTMENT LIMITED

REG. OFFICE-S-524, VIKAS MARG, SHAKARPUR, DELHI-110092
CIN-L65993DL1981PLC012431, EMAIL-sarnimalinvestltd@gmail.com

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Accounts for the financial year ended March 31, 2015.

FINANCIAL RESULTS

	2014-15	2013-14
	(Rs. In lakh)	(Rs. In lakh)
Sales / Income from operations	57.71	(2.02)
Profit before interest, Depreciation and Tax	2.06	0.70
Financial Charges	-	0.40
Depreciation	107308	0.17
Provision for Income Tax / Deferred Tax	0.30	0.15
Profit / Loss after Tax	0.67	0.82
Balance brought forward from previous year	0.39	-
TOTAL	1.06	0.82
Appropriation:		
CSR Expenditure	-	-
Dividend & Distribution Tax	-	-
Transferred to General Reserve	1.02	0.44
Balance Carried forward	0.04	0.39
TOTAL	1.06	0.82

DIVIDENDS

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2014-15.

RESERVES

The Company has transferred Rs. 1,02,704/- to the Reserve fund as required by the Section 45-IC of Reserve Bank of India Act, 1934 for the financial year ended on 31st March, 2015.

MAJOR IMPLICATIONS UNDER COMPANIES ACT, 2013

As required by the Companies Act, 2013, your Company has constituted following committees and their policies, namely:

- ✓ Nomination and Remuneration Committee & Policy
- ✓ Reconstitute Stakeholder Relationship Committee
- ✓ Insider Trading Policy.

Company is adopting new set of Articles of Association in line with new Company law and rules framed there under.

All other changes as required by the Act have been in place and we re-affirm our commitment to the highest level of Corporate Governance.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2015 was Rs.449.8 Lakh. During the year under review, the Company has sub divided its share capital from Rs. 10/- per share to Re. 1/- per share. The Company not issued shares with differential voting rights nor granted stock options nor sweat equity.

DEPOSITS

During the year under review the Company has not accepted any deposit falling within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company has not given any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of Internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is **annexed in “Annexure A” herewith** and forming part of this report.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all level.

DIRECTORS

Shri Amit Aggarwal (DIN: 02504414) and Sh. Rajeev Garg (DIN 02216829), are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

MEETING OF BOARD OF DIRECTORS

During the year ten Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3c) of the Companies Act, 2013, your Directors report as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at

the end of the financial year and of the profit or loss of the company for that period.

- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTIES TRANSACTIONS

There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with interest of the Company at large.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture and Associate Company.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee of the Company has been duly constituted having three members namely:-

- i) Mr. Vinod Kumar Jain
- ii) Mr. Rajeev Garg
- iii) Mr. Amit Aggarwal

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

AUDITORS REPORTS/ SECRETARIAL AUDIT REPORTS:

M/s Moon & Co., Chartered Accountant, who have been the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment.

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s Naresh Gupta & Associates, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure B**".

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors & Secretarial Auditors in their reports.

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST March, 2015

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure C**".

PARTICULARS OF EMPLOYEES

Information as per Section 134 of the Companies Act, 2013 read with Companies (Particulars of Employees) Rules, 1975 are given in the statement which from a part of this report. However as per the provisions of section 136 of the Companies Act, 2013, the report and accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future with confidence.

Date: 13.06.2015

for and on behalf of the Board

Place: Delhi

**Sd-
Chairman**

ANNEXURE "A" TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Accounts) Rules, 2014.

i) Conservation of Energy

As the Company is a Non Banking Financial Company, therefore, there is no extraordinary consumption of energy.

ii) Technology Absorption

The Company is not involved in any activity related to technology absorption, during the period under the review.

iii) Foreign Exchange Earnings & Outgo

There were no foreign exchange earnings as well as outgo of the Company during the year under report.

ACKNOWLEDGMENT

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

Date: 13.06.2015

For and on behalf of the Board

Place: Delhi

**Sd-
Chairman**

ANNEXURE "B" TO DIRECTORS REPORT

**SECRETARIAL AUDIT REPORT
For The Financial Year Ended on 31st March, 2015
{Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies
(Appointment and Remuneration Personnel) Rules, 2014**

To,

The Members,
M/s Sarnimal Investment Limited
S-524, Vikas Marg, Shakarpur
Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sarnimal Investment Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 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 March 31, 2015 according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment(FDI), Overseas Direct Investment(OD) and External Commercial Borrowings(ECB); **(No fresh FDI, ODI and ECB was taken by the company during the Audit Period)**

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; **(Not applicable to the Company during the Audit Period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- 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; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

OTHER LAWS APPLICABLE TO THE COMPANY

a. RBI Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company during the Audit Period)**
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

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

Based on the information received and records maintained, we further report that

1. The Board of Directors of the Company is duly constituted with proper balance

of Executive, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) issued by Managing Director, Director (Finance) and Unit Head(s) of the Company and taken on record by the Board of Directors at their meeting (s), we further report that

4. The Company has raised fund through Preferential Issue by Complying the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and Section 42 and 62(1) C of Companies Act 2013.
5. Company has taken Members Consent as per section 180 of Companies Act 2013 by Complying all the Provision.

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.

We further report that during the audit period, there were no instances of:

1. Public/Right/ debentures/sweat equity, etc.
2. Redemption / buy-back of securities
3. Merger / amalgamation / reconstruction, etc.
4. Foreign technical collaborations

Date : 13.06.2015

Place : New Delhi

**For NARESH GUPTA & ASSOICATES
COMPANY SECRETARIES**

**Sd-
(NARESH GUPTA)
C.P. No 8783**

ANNEXURE "C" TO DIRECTORS REPORTS

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

{Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

1. REGISTRATION AND OTHER DETAILS:-

(I)	CIN	:	L65993DL1981PLC012431
(II)	Registration Date	:	09/12/1981
(III)	Name of the Company	:	Sarnimal Investment Limited
(IV)	Category/ Sub Category of the Company	:	Public Listed Company
(V)	Address of the Registered office and	:	S-524, Vikas Marg, Shakarpur, Delhi-110092
(VI)	Company Listed	:	Metropolitan Stock Exchange of India, DSE
(VII)	Name & Address & Contact Details of RTA :		Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020

2. Principal Business Activities of the Company: Company is engaged in to the investment activities and registered as a Non Banking Financial Company with the Reserve Bank of India.

3. Particulars of Holding, Subsidiary and Associates Companies

S.No.	Name & Address of the Company	CIN/ GIN	Holding / Subsidiary / Associates	% of shares held	Applicable Section
N.A.					

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

1) Category Wise Shareholding

Category of Shareholders	No. Of Shares held at the beginning of the year	No. Of Shares held at the end of the year 31.03.2015	% Change
--------------------------	---	--	----------

	01.04.2014								during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A)Promoter									
1)Indian									
A)Individual /HUF	NIL	46600	46600	23.3	N.A	2000	2000	0.01	2.33
a)Central Govt.	0	0	0	0	0	0	0	0	0
b)State Govt.	0	0	0	0	0	0	0	0	0
c)Bodies Corporate	0	0	0	0	0	0	0	0	0
d)Banks/ FI	0	0	0	0	0	0	0	0	0
e)Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	NIL	46600	46600	23.3	0	2000	2000	0.01	2.33
(2) Foreign									
a) NRIs- Individual	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter(A)	NIL	46600	46600	23.3	0	2000	2000	0.01	2.33

= (A) (1) +(A) (2)									
B. Public Shareholding 1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Company	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
2. Others	0	0	0	0	0	0	0	0	0
2. Non- Institutions	0	0	0	0	0	0	0	0	0
a. Bodies Corp.	NIL	61450	61450	30.73	250000	15000	265000	0.59	2.48
i. Indian Overseas	0	0	0	0	0	0	0	0	0

b) Individual									
1) Individual shareholder s holding nominal share capital upto Rs. 1 Lakh	NIL	91950	91950	45.92	3835000	1587000	5422000	12.05	7.45
ii) Individual shareholder s holding nominal share capital	NIL	NIL	NIL	NIL	31605000	2256000	33861000	75.28	75.28

in excess of Rs. 1 Lakh									
c. other Specify TRUST NRI CLEARING MEMBERS HUF	000	0000	0000	00000	5290000	140000	5430000	12.07	
Sub Total (B)(2)	NIL	153400	153400	76.70	40980000	3998000	44978000	99.99	92.32
Total Public Shareholding (B)=(B)(1)+(B)(2)	NIL	153400	153400	76.70	40980000	3998000	44978000	99.99	92.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	NIL	200000	200000	100	40980000	4000000	44980000	100	NIL

*The change in share capital is calculated on the Weighted Average paid up share capital of current year and previous year.

(ii) Shareholding of Promoters

S.no.	Shareholders Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			
		No. of Shares	% of Total shares of the Co-pany	% of Shares Pledge d/encumbered to Total shares	No. of Shares	% of total shares of the compa ny	% of sharesPle dged/enc umbered to total shares	% Change in share holding during the year
1	P.K. Jain	100	0.05	0	2000	0	0	0.05
2	Nupur Jain	11700	5.85	0	0	0	0	5.85
3	Tulika Jain	11600	5.80	0	0	0	0	5.80
4	Sonia Vaish	11600	5.80	0	0	0	0	5.80
5	Meenal Jain	11600	5.80	0	0	0	0	5.80

Change in Promoters Shareholding (Please specify , if there is no change)

S.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
	At the beginning of the	N.A.	N.A.	N.A.	N.A.

	year								
	Date wise Increase/ Decrease in Promoter s Share holding during the year specifying the reasons for increase/ decrease (e.g.allot ment, transfer/ bonus,/ sweat equity etc.)	N.A.	N.A.	N.A.	N.A	N.A.	N.A.	N.A.	N.A.
	At the end of the year	N.A.	N.A.	N.A.	N.A	N.A.	N.A.	N.A.	N.A.

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

S.No.	For each of the Top 10 Shareholders	Shareholding 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	DINESH KUMAR GUPTA	1250000	2.78	0	2.78
2	RUCHI GUPTA	1250000	2.78	0	2.78
3	LAKSHMI CHAND	1000000	2.22	0	2.22
4	KIRAN MAKRANI	875000	1.95	0	1.95
5	SANDIP MEHRA	750000	1.67	0	1.67
6	MANISH YADAV	700000	1.56	0	1.56
7	SHASHI YADAV	700000	1.56	0	1.56
8	SEEMA AGARWAL	700000	1.56	0	1.56
9	AKSHAT AGRAWAL	700000	1.56	0	1.56
10	SANJEEV AGARWAL	625000	1.39	0	1.39

(v) Shareholding of Directors and Key Managerial Personnel:

Name		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
PAYAL AGARWAL	At the beginning of the year	NIL	NIL	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	-----	-----	-----
	At the end of the year	-----	-----	-----	-----
VINOD KUMAR JAIN	At the beginning of the year	NIL	NIL	----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	-----	-----	-----	-----
	At the end of the year	-----	-----	-----	-----
RAJEEV GARG	At the beginning of the year	NIL	NIL	-----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying	-----	-----	-----	-----

	the reasons for increase/decrease				
	At the end of the year		-----	-----	-----
AMIT AGRAWAL	At the beginning of the year	----	-----	-----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease	-----	-----	-----	-----
	At the end of the year	-----	-----	-----	-----
NITIN AGARWAL	At the beginning of the year	-----	-----	-----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease	----	-----	-----	-----
	At the end of the year	-----	-----	-----	-----
APOORVA GARWAL	At the beginning of the year	-----	-----	-----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying	-----	-----	-----	-----

	the reasons for increase/ decrease				
Gunjan Gaur	At the beginning of the year	-----	-----	-----	-----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	-----	-----	-----	-----
	At the end of the year	-----	-----	-----	-----

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
1)Principal Amount ii)Interest due iii)Interest accrued but not due	NIL	5,36,000	NIL	5,36,000
Total (i+ii+iii)	NIL	5,36,000	NIL	5,36,000
Change in Indebtedness during the financial year a)addition b)Reduction	NIL NIL	5,36,000	NIL NIL	NIL 5,36,000

Net Change	NIL	(5,36,000)	NIL	(5,36,000)
Indebtedness at the end of the Financial year				
1)Principal Amount	NIL	NIL	NIL	NIL
ii)Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due				
Total(i+ii+iii)	NIL	NIL	NIL	NIL

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole –time Directors and/ or Manager (Amt in Lakhs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (
1	Gross Salary	SH. NITIN AGARWAL	SH. APOORV AGARWAL	SMT. PAYAL AGARWAL	SH. RAJEEV GARG	
	a) Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	c) Profits in lieu of Salary under sec.17(3) Income Tax Act, 1961					

2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission -as% of Profit -other specify	NIL	NIL	NIL	NIL	
5.	Other , Please Specify	NIL	NIL	NIL	NIL	NIL
	Total as per the Act	NIL	NIL	NIL	NIL	NIL

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES						
Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Authority [RD/NCLT/COURT]	Appeal made if any(give details)	
A. Company						
Penalty	NIL	NIL	NIL	NIL	NIL	
Punishment	NIL	NIL	NIL	NIL	NIL	
Compounding	NIL	NIL	NIL	NIL	NIL	
B. Director						
Penalty	NIL	NIL	NIL	NIL	NIL	
Punishment	NIL	NIL	NIL	NIL	NIL	
Compounding	NIL	NIL	NIL	NIL	NIL	
C. Other Officers in Default						
Penalty	NIL	NIL	NIL	NIL	NIL	
Punishment	NIL	NIL	NIL	NIL	NIL	
Compounding	NIL	NIL	NIL	NIL	NIL	

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS OF SARNIMAL INVESTMENT LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SARNIMAL INVESTMENT LIMITED** which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the 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 the preparation of these financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; judgments and estimate that are reasonable and prudent, and design implementation of adequate financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true view and free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that is appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations to the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as 31st March, 2015, and its profit/loss and for the ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Further to our comments in the aforesaid annexure, as required by section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the companies (accounts) Rule, 2014.
5. On the basis of the written representations received from the directors is not disqualified as on 31st March, 2015 from being appointed as directors in terms of section 164(2) of the Act.
6. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note XX to the financial statements;
- b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts for including derivative contracts –Refer Notes XX to the financial statements;[or the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.]
- c) There has been no delay in transferring amounts, required to be transferred, to the investor education and Protection Fund by the Company {or, following are the instances of delay in transferring amounts, required to be transferred, to the investor Education and Protection fund by the Company or there were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company}].

For Moon and Co.
CHARTERED ACCOUNTANTS
Firm Reg. No. 024693N

Sd-
CA. Moon Goyal
(Partner)
M. NO. 523034

Date: 13/06/2015
Place: New Delhi

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date

- (i)** (a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;

- (ii)** (a) Whether physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) Are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business, If not the inadequacies in such procedures should be reported;
- (c) Whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;
- (iii)** Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,
- (a) Whether receipt of the principal amount and interest are also regular; and
- (b) If overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;
- (iv)** Is there 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, whether there is a continuing failure to correct major weaknesses in internal control system.
- (v)** In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with, If not the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?
- (vi)** Where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;
- (vii)** (a) Is the company 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 any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.

- (b) In case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).
- (c) Whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) Whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;
- (ix) Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;
- (x) Whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;
- (xi) Whether term loans were applied for the purpose for which the loans were obtained;
- (xii) Whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.

For Moon and Co.
CHARTERED ACCOUNTANTS
Firm Reg. No. 024693N

Sd-
CA. Moon Goyal
(Partner)
M. NO. 523034

Date: 13/06/2015
Place: New Delhi

Sarnimal Investment Limited
(CIN : U65993DL1981PLC012431)
Balance Sheet as at 31st March 2015

(Amount in Rs`)

Particulars	Note No.	As at 31st, March, 2015	As at 31st, March, 2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Fund			
Share Capital	1	44,980,000	2,000,000
Reserves and Surplus	2	477,462	2,410,271
Non-Current Liabilities			
Long term Loans	3	-	536,000
Security Deposit		-	123,000
Current Liabilities			
Other Current Liabilities	4	1,529,000	87,846
Short-Term Provisions	5	132,750	40,328
TOTAL		47,119,213	5,197,445
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets:			
Tangible Assets	6	100,070	176,384
Intangible Assets		237,009	
Non Current Investments	7	5,000,000	792,361
Deffered Tax Assets (net)		56,954	56,955
Current Assets			
Inventories	8	-	3,177,220
Cash and Cash Equivalents	9	366,906	836,413
Short-Term Loans and Advances	10	41,081,479	12,863
Other Current Assets	11	276,794	145,248
TOTAL		47,119,213	5,197,445

Significant Accounting Policies and Notes to Financial Statements: 17

For and on behalf of the Board of Directors of
Sarnimal investment Limited

Sd/-
(Vinod Kr. Jain)
(DIN:01943778)

Sd/-
(Nitin Agarwal)
(DIN:03122245)

Sd/-
Gunjan Gaur
M.No. A37407

In terms of our report of even date annexed hereto:

For Moon and Co.
Chartered Accountants
F.R.N. 024693N

Sd/-
(CA.Moon Goyal)
Partner
M. No. 523034

Place: New Delhi
Date: 13.06.2015

Sarnimal Investment Limited
(CIN : U65993DL1981PLC012431)
Statement of Profit and Loss for the year 31st March, 2015

(Amount in Rs`)

PARTICULARS	Note No.	31st March, 2015	31st March, 2014
INCOME:			
Revenue from Operations	12	5,771,336	(201,958)
Other Income	13	1,627,369	602,802
Total (I)		7,398,705	400,843
EXPENSES:			
Purchase		2,546,111	
Changes in Inventories of Stock-in-Trade	14	3,177,220	
Employee Benefits Expenses	15	589,548	181,800
Finance Cost			40,000
Depreciation and Amortisation Expenses	5	107,308	17,384
Administrative & Other Expenses	16	804,041	83667.04
Contingent Provision for Standard Assets (@ 0.25% of outstanding standard assets as per RBI Notification)		77,238	25,466
Total (II)		7,301,467	348,317
Profit before Exceptional and Extraordinary items and Tax (I-II)		97,239	52,527
Exceptional Items		-	-
Profit before Extraordinary items and Tax		97,239	52,527
Extraordinary Items		-	-
Profit Before Tax		97,239	52,527
Tax Expenses:			
(1) Current Tax		30,047	-
Less: Mat Credit Entitlement		-	(44,483)
(2) Deferred Tax		-	14,862
Profit / (Loss) for the Period transferred to Reserve & Surplus		67,192	82,148
Earning per Equity Share:			
(1) Basic		0.08	0.41
(2) Diluted		0.08	0.41

Significant Accounting Policies and Notes to Financial Statements: 17

For and on behalf of the Board of Directors of
Sarnimal investment Limited

Sd/-
(Vinod Kr. Jain)
(DIN:01943778)

Sd/-
(Nitin Agarwal)
(DIN:03122245)

Sd/-
Gunjan Gaur
Company secretary

In terms of our report of even date annexed hereto:

for Moon and Co.
Chartered Accountants
F.R.N. 024693N

Sd/-
(CA.Moon Goyal)
Partner
M. No. 523034

Place: New Delhi
Date: 13.06.2015

Sarnimal Investment Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

(Amount in Rs`)

PARTICULARS	31st March, 2015	31st March, 2014
A.CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before taxation, and extraordinary items		
Adjustment for :		
Depreciation	97,239	107,613
Assets written Off	107,308	17,384
Operating Profit Before Working Capital Changes	204,547	80,514
Adjustment for :		
(Increases)/Decreases in Inventories	3,177,220	
Increases/(Decreases) in Short Term Provision		
(Increases)/Decreases in Other Current Assets	(131,546)	111,562
(Increases)/Decreases in Loan & Advances	(41,269,934)	
Increases/(Decreases) in Other Current Liability	1,477,154	70,246
Increases/(Decreases) in Share Capital	40,980,000	-
	4,232,894	262,322
Net Cash From Operating Activities (A)	4,232,894	262,322
B.CASH FLOW FROM INVESTING ACTIVITIES:		
(Increase)/Decrease in Investment	(4,207,639)	7,500
Sale of Fixed Assets	-	-
Net Cash used in Investing Activities (B)	(4,207,639)	7,500
C.CASH FLOW FROM FINANCING ACTIVITIES:		
Increases/(Decreases) in Borrowings	(536,000)	36,000
Net Cash used in Financing Activities (C)	(536,000)	36,000
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(510,745)	305,822
Cash & Cash Equivalents as at beginning of the year.	836,413	577,929
Cash & Cash Equivalents as at Closing of the year.	325,668	883,751

For and on behalf of the Board of Directors of
Sarnimal Investment Limited

Sd/-
(Vinod Kr. Jain)
(DIN:01943778)

Sd/-
(Nitin Agarwal)
(DIN:03122245)

Sd/-
Gunjan Gaur
Company secretary

In terms of our report of even date annexed hereto:

for Moon and Co.
Chartered Accountants
F.R.N. 024693N

Sd/-
(CA.Moon Goyal)
Partner
M. No. 0523034

Place: New Delhi
Date: 13.06.2015

Sarnimal Investment Limited
(CIN : U65993DL1981PLC012431)

Notes forming part of the Financial Statements
for the the year ended 31 March 2015

(Amount in Rs `)

Particulars	As at 31st March, 2015	As at 31st March, 2014
NOTE: 1 SHARE CAPITAL		
(a) Authorised		
10,00,000 Equity Shares of Rs. 10 each		1,00,00,000
500,00,000 Equity Shares of Re 1/- each	50,000,000	
Total	50,000,000	1,00,00,000
(b) Issued, Subscribed & Paid Up		
Share Application Money		
10,00,000 Equity Shares of Rs. 10/- each fully Paid up		2,000,000
44980,000 Equity Shares of Re. 1/- each fully Paid up	44,980,000	
Total	44,980,000	2,000,000
NOTE: 2 RESERVE & SURPLUS		
a) Securities Premium Account		
Balance at the beginning & end of the year (a)		-
Total		-
b) General reserve		
Balance at the beginning of the year	2,328,124	2,328,124
Add: Transferred Profit/(Loss) a/c		
Less: Bonus Share	2,000,000	
Total	328,124	2,328,124
c) Reserve fund(as required by section 45-IC of Reserve Bank Of India Act, 1934)		
Op. Balance	43,549	
Add;-Current Year Transfer	102,704	43,549
Total	146,252	43,549
d) Surplus of profit & loss account		
Op. balance	38,598	
Current year's profit & loss account	67,192	82,147
	105,790	82,147
Less;-Transfer to reserve fund	102,704	43,549
Total	3,086	38,598
Grand Total(a+b+c+d)	477,462	2,410,271

NOTE: 3 LONG TERM LOANS**Loans and Advances**

Unsecured, from director

536,000

Total

-

536,000**NOTE: 4 OTHER CURRENT LIABILITIES**

Expenses payable

229,000

15186

Alankit Assignment Ltd.

1067.45

Sanjay Jain & co.

83898

Pace Stock Broking Services Ltd.

-27345

TDS on Professional fee

-

5,990

A.K. Friends

9,050

Advance Against Sale of Flat

1,300,000

-

Total**1,529,000****87,846****NOTE: 5 SHORT-TERM PROVISIONS**

Provision for Income Tax

30,047

14,862

Contingent Provision on Standard assets

102,704

25,466

Total**132,750****40,328****NOTE: 5.1**

Contingent Provision for Standard Assets is made at 0.25 percent of the outstanding standard assets in terms of Notification no. DNBS.222/CGM(US)-2011 dated 17.01.2011 issued by Reserve Bank of India.

6. Fixed Assets

Dep Chart as on 31.03.2015

Assets	Date of purchase	Opening Value	Dep.	Closing Value
Intangible assets				
Intangible assets	01.01.2015	252810.00	15800.63	237009.38
Total		252810.00	15800.63	237009.38
Tangible Assets				
Air Conditioner	01.06.2009	87342.2	87342.2	0.00
Filling Cabinet		10.34	10.34	0.00
flat	01.04.2008	102032.13	1962.16	100069.97
Inverter		584.91	584.91	0.00
Refrigerator		16.13	16.13	0.00
Typewriter	31.04.2010	1591.74	1591.74	0.00
Total		191577.45	91507.48	100069.97
Total		444387.45	107308.10	337079.35
<u>NOTE: 7 NON CURRENT INVESTMENTS</u>				
Investment in Shares			5,000,000	792,361
Total			5,000,000	792,361
Note: All investments are fully paid up and valued at cost unless stated otherwise				

NOTE : 8 INVENTORIES

(Cost or market price whichever is lower)

Stock-in-Trade	-	3,177,220
Total	-	3,177,220

NOTE: 9 CASH & CASH EQUIVALENTS

(A) Cash in Hand	68,744	2,392
(B) Balances with Scheduled Banks		
(i) In Current Accounts	298,162	834,021
(ii) In fixed Deposit Accounts	-	-
Total	366,906	836,413

NOTE: 10 SHORT-TERM LOANS & ADVANCES

RBI Bond Interest	-	12,863
Ravita Jain	3,500,000	
Anu Agarwal w/o Suman Jeet Aggarwal	4,000,000	
Nachiketa Finvest	20,710,137	
Varsha Trade Com Limited	2,607,260	
VISHU ENTERPRISES PVT.LTD.	10,264,082	
Total	41,081,479	12,863

NOTE: 11 OTHER CURRENT ASSETS

Income Tax Refund Due	93,168	93,168
TDS Due	183,626	52,080
Total	276,794	145,248

NOTE: 12 REVENUE FROM OPERATIONS

sale of Shares	5,771,336	(201,958)
Sales Domestic		
Total	5,771,336	(201,958)

NOTE: 13 OTHER INCOME

RBI Bond Interest	98,401	
Profit on Sale of Investment	17,896	
Interest Income	1,205,770	30,660
Dividend	47,002	67,842
Rent	258,300	504,300
Other Non-Operating Income (Net Of Expense)	-	-
Profit on sale of fixed assets	-	-
Total	1,627,369	602,802

NOTE :14 CHANGES IN INVENTORIES OF FINISHED GOODS,WORK IN PROGRESS & STOCK IN TRADE

Opening stocks Of:		
Stock-in-Trade	3,177,220	
Less-Closing Stocks of:		

Stock-in-Trade

Total**3,177,220****-**

<u>NOTE: 15 EMPLOYEES BENEFITS EXPENSES</u>		
Salaries & Wages	589,548	171,600
Leave Entitlement	-	10,200
Total	589,548	181,800
<u>NOTE: 16 ADMINISTRATION & OTHER EXPENSES</u>		
Auditor's Remuneration:		
: Audit Fee	25,000	59,888
DSE	49,191	
Bank Charge	9,238	3,496
NSDL Expenses	16,854	
Advertisement Expenses	6,048	
STT	35,555	
Dp Charges	933	
Jobing A/c (P.S.B.S.P.L.)	20,482	
CDSL Exp.	69,664	
Security transaction Tax	-	675
Professional Expenses	16,372	9,050
Office Maintenance	138,762	
Property tax	-	4,940
MCA Charges	390,100	
Listing fee	25,843	5,618
Total	804,041	83,667

NOTE ON FINANCIAL STATEMENT - 17

A. SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

i) Basis of Accounting:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 and wherever applicable as per the provisions of the Companies Act, 2013.

ii) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made based on the current working that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and the estimates, if any, are accounted for in the period in which such differences are known/materialized.

iii) Fixed Assets:

Fixed assets are stated at its purchase price including direct expenses, finance cost till it is put to use net of recoverable taxes. If the fixed assets are revalued then they are stated at revalued amount. Accumulated depreciation, impairment loss, if any, is reduced from the fixed assets and shown under the net asset value on the reporting date. The cost including additions, improvements, renewals, revalued amount and accumulated depreciation of assets which are sold and/or discarded and/or impaired, are removed from the fixed assets and any profit or loss resulting there from is included in the Statement of Profit & Loss and the residual value of the revalued amount is withdrawn from such reserves created for the purpose.

iv) Depreciation and Amortization:

Depreciation is provided on fixed assets according to Written down Value method at the rates prescribed in the Companies Act, 2013 Depreciation of the assets added / disposed off / impaired during the year is provided on pro-rata basis.

v) Impairment of Assets:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets. An impairment loss is recognized as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. In case of impaired revalued assets, the impaired loss on the residual value is withdrawn from such reserves created for the purpose. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

vi) Investments:

Investments wherever readily realizable and intended to be held not more than one year from the date of such investments are made, are qualified as current investments. Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

vii) Inventories:

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them in their present condition.

viii) Revenue Recognition:

Revenue is recognized only when it can be definitely measured and it is reasonable to expect final collection. Revenue from operations includes sale of goods after adjustment of discounts (net) and return of goods. Dividend income is recognized on actual receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

ix) Employee Benefits:

Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.

x) Deferred Taxation:

Deferred Taxation is provided using the liability method in respect of taxation effect arising from material timing difference between the accounting and tax treatment of Income & Expenditure based on tax rates prevailing at the time of Balance Sheet date. Deferred Taxation so provided is reviewed at each Balance Sheet date for necessary adjustments.

xi) Earning per Share:

Basic earning per share is calculated by dividing the net Profit for the year attributable to equity shareholders (after deducting the dividend on redeemable preference share) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders (after deducting the dividend on redeemable preference share) by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

xii) Events occurring after Balance Sheet Date:

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

xiii) Contingent Liabilities:

Unprovided liabilities of contingent nature are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

xiv) Cash Flow Statement:

The Company adopts the Indirect Method in preparation of Cash Flow Statement. For the purpose of Cash Flow Statement Cash & Cash equivalents consists of Cash on Hand, Cash at Bank.

xv) Segment Reporting

Based on guiding principles given in Accounting Standard -17 'Segment Reporting', issued by the Institute of Chartered Accountants of India, the Company's primary business segment is manufacturing and trading of consumable products. These activities mainly have similar risks and returns. As company's business activities fall within a single primary business segment the disclosure requirements of AS-17 in this regard are not applicable.

B: NOTES TO ACCOUNTS:

1. Contingent Liabilities

As certified by the management there is no Contingent liability as on 31.03.2015.

2. Related Party Disclosure:

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

I. Key Management Personnel

- Mr. Nitin Agarwal (Managing Director)
- Ms. Payal Agarwal (Director)
- Mr. Vinod kumar Jain (Director)
- Mr. Rajeev garg (Director)
- Mr. Amit Agarwal (Director)
- Mr. Apoorv Agarwal (Director)
- Ms. Gunjan gaur (Company Secretary)

II. As informed by the management there was no related party transactions made during the year.

	Year ended March 31, 2015	Year ended March 31, 2014
3. Earnings in Foreign Currency	NIL	NIL
4. Expenditure in Foreign Currency	NIL	NIL

5. Payment to Auditors

As Statutory Audit Fees		-
As Tax Audit Fees	25000/-	44994/-

6. Previous years' figures have been regrouped, rearranged and re casted wherever considered necessary to make them comparable with the current year's figures.
7. In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

8. Earning Per Share (EPS)

Profit computation for both Basic and Diluted earnings per share of Re. 1/- each.

	<u>Rupees</u>	<u>Rupees</u>
Net Profit/ (Loss) as per P&L Account Available to shareholders	67192/-	82147/-
Weighted average No. of Equity Shares	44980000	200000
Earnings per Share (Basic & Diluted)	0.08	0.41

9. The additional Information pursuant to revised Schedule VI to the Companies Act, 1956 are either Nil or Not Applicable.

Sd-
Vinod kr. Jain
(Director)
DIN: 01943778

Sd-
Nitin Agarwal
(Managing Director)
DIN: 03122245

As per our *separate report of even*
For M/s Moon and Co.
(Chartered Accountants)
Firm Reg. No. 024693N

Sd-
CA. Moon Goyal
(Partner)
M.No. 523034

Place : New Delhi
Date : 13/06/2015