

DIRECTORS' REPORT

To,
The Members,
SECMARK CONSULTANCY PRIVATE LIMITED

Your Directors are please to present the annual report on the business and operation of the company and audited financial statements for the financial year ended 31st March, 2016.

1. Financial Performance

The highlights of the financial results for the financial year 2015-16 are as under:

(In Rupees (Rs.))

Particulars	March 31, 2016	March 31, 2015
Income From Operations (net)	1,95,40,699.00	1,58,39,202.00
Other Income	0.00	0.00
Total Income	1,95,40,699.00	1,58,39,202.00
Depreciation and Amortization Exp.	2,74,753.00	1,17,141.00
Provision of Tax	17,71,337.00	14,25,212.00
Deferred Tax	0.00	0.00
Net Profit/(Loss)	39,61,145.00	31,87,124.00

2. Dividend

With a view to conserve reserves, your directors do not recommend any dividend for the financial year ended, 31st March, 2016.

3. Brief description of the Company's working during the year

During the year under review, the Company has reported net income from operations of Rs. 1,95,40,699/- which is higher than last year's net income from operation of Rs. 1,58,39,202/-. The net profit after tax reported for the year 2015-16 is of Rs. 39,61,145/- which is more than the last year net profit of Rs. 31,87,124/-.

4. Change in the nature of business

There is no Change in the nature of the business of the Company during the year.

5. Changes in shares capital

During the year under review, there is no change in the Authorized Share Capital and Paid-up Share Capital of the Company.

6. Deposit

The Company has neither accepted nor renewed any deposits during the year under review.

7. Particulars of Loans, Guarantee or Investments
The company has not given any loans, guarantees or made investment covered under the provisions of section 186 of the Companies Act, 2013 during the year 2015-16.
8. Internal Control
The Company has a well-established internal control system. The Company strives to maintain a dynamic system of internal controls over financial reporting to ensure reliable financial record-keeping, transparent financial reporting and disclosure and protection of physical and intellectual property.
9. Details of Holding, subsidiary and Associates
The Company is a subsidiary company of SecMark Holdings Private Limited.
10. Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo
 - a. Conservation of Energy: Being there is business of Consultancy, so the conservation of energy is as per the quantum of usage.
 - b. Technology absorption: Being there is business of Consultancy, so the technology absorption is as per the requirement of Regulatory.
 - c. Foreign exchange Earnings and Outgo: During the year under the review, there is nil foreign exchange Earnings and Outgo of the Company.
11. Human Resource Relation
During the year under review, your Company enjoyed cordial relationship with employees at all levels.
12. Directors
As per Provisions of Section 152 of the Companies Act, 2013, none of the Director of the Company is liable to retires by rotation.
There is no change in the present Board of Directors of the Company during the financial year.
13. Board Meetings
During the year 2015-16, the Board of Directors met six times, 15.05.2015, 22.08.2015, 21.09.2015, 09.11.2016, 11.02.2016 and 09.03.2016. The interval between any two meetings was well within the maximum allowed gap of 120 days.

14. Director Remuneration

Member's attention is drawn to Financial Statements wherein the disclosure of remuneration paid to Directors is given during the year 2015-16. No Sitting fees have been paid to the directors.

15. Directors Responsibility Statement

On behalf of the Directors, I confirm that as required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013.

- a) Applicable accounting standards have been followed with explanation for any material departures;
- b) We have Selected accounting policies have been applied consistently 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 of the company for that period;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts are prepared on a going concern basis; and
- e) We had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This will ensure legal compliance in all area of companies operations.

16. Related Party Transactions

All related party transactions that were entered into during the financial year 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 related party which may have a potential conflict with the interest of the Company at large. Thus, the disclosure in 'Form AOC-2' is not applicable.

All Related Party Transactions are placed before the Board for approval. Prior omnibus approval of the Board is obtained on annual basis for the transactions which are of a foreseen and repetitive nature. Your Directors draw your attention to notes to the financial statements for detailed related party transaction.

17. Review of Auditors Report

The Directors are pleased to inform you that the Statutory Auditors of the Company have not made any adverse remarks in their Audit Report.

18. Auditors

Kiran Parikh & Co., Chartered Accountants, Mumbai Statutory Auditors the retiring auditors, during the Annual General Meeting held on 30.09.2015 were appointed for a period of 5 years, subject to ratification at every Annual General Meeting in terms of Section 139 of the Companies Act 2013. They have confirmed their eligibility and

willingness for the next term from the conclusion of ensuing annual general meeting to the conclusion of next annual general meeting. The Board of Directors, therefore, recommends ratification of appointment for F.Y. 2016-17 of Kiran Parikh & Co., Chartered Accountants, Mumbai as statutory auditors of the company for the approval of Shareholders.

19. Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE 'I'.

20. Business Risk Management

The Company has implemented various policies from ground level to the top level management for identifying the risk, measuring the same and takes corrective measures for managing the risk.

21. Particulars of employees

Pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company states that none of the employees of the Company who was in receipt of remuneration in excess of Rs. 60 Lacs, if employed throughout the year or Rs. 5 Lacs per month, if employed for part of the financial year or received remuneration in excess of that drawn by the MD/WTD/Manager & holding 2% or more of equity share capital of the Company (himself along with spouse & dependent children). Hence, the disclosures as required by above Rules are not given as none of the employees qualify for such disclosure.

22. Corporate Social Responsibility

The provision of section 135 of Companies Act, 2013 for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is not applicable to the company since the company is not meeting with the criteria of net-worth, turnover or net profits mentioned therein.

23. Evaluation of Board Performance

The Board has set up certain parameters based on which the Board internally evaluated all the directors excluding the director being evaluated, and the Chair Person by other directors. The evaluation process included assessing 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.

Manner of evaluation: A framework for evaluation has been prepared and based on the framework, questionnaire has been made including different specific topics of evaluation and setting out different parameters / criteria against which the different topics as to the Board and its committees, Chairman and non-independent directors, have been evaluated, both individually and collectively, based on inputs received from directors and internal sources.

24. Other Regulatory Requirement
The Company has been complied with all regulatory requirements of central government and state government and there were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.
25. Cost Audit Report
As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the company is not required to appoint a cost auditor to audit the cost records of the company for cost audit report.
26. Secretarial Audit Report
The provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder are not applicable to the Company since the Company is not covered under the said provisions presently.
27. Vigil Mechanism
Presently the company is not coming within the borrowing limit laid down by Section 177(9) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant criteria. Hence the company has not constituted any vigil mechanism.
28. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules there under.
29. Acknowledgement and appreciation
The Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment.

By Order of the Board of Directors,
For, SECMARK CONSULTANCY PRIVATE LIMITED

Date: 22.08.2016

Place: Mumbai.

Sd/-
Ilaben Jasvantlal
Shah
Chairman

(DIN: 00957906)

Annexure I to Boards Report
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on
31st March, 2016

[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	U67190MH2011PTC220404
ii) Registration Date	03/08/2011
iii) Name of the Company	SECMARK CONSULTANCY PRIVATE LIMITED
iv) Category/Sub-Category of the Company	Private Company Limited by Shares
v) Address of registered Office and Contact Details	B-3/4 JayGokul Dham S. V. ROAD, Borivali West, Mumbai-400092, Maharashtra.
vi) Whether Listed Company	-----NO-----
vii) Name, Address and Contact details of Registrar and Share Transfer Agent, if any	-----N.A.-----

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.N.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other Services auxiliary to Financial Services n. e. c.	99715990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S.N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE
1	SecMark Holdings Private Limited	U67190MH2011PTC219498	Holding

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	--
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	--	--	--	--	--	--	--	--
Total Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	10000	10000	100	--	10000	10000	100	--

ii. Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SecMark Holdings Private Limited	9999	99.99%	--	9999	99.9%	--	--
2	Mrs. Ilaben Jasantlal Shah as nominee of SecMark Holdings Private Limited	1	0.01%		1	0.01%	--	--
	TOTAL	10000	100%	--	10000	100%	--	--

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

	At the beginning of the year	10000	100%		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	# there is no change in promoters' shareholding during the financial year 2015-2016.			
	At the end of the year	10000	100%		

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

Sl. No.	Name	Date	Shareholding		Increase/Decrease in share-holding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
			No. of Shares at the beginning (01-04-15 / end of the year (31-03-16)	% of total shares of the Company			No. of Share	% of total shares of the Company
-----NIL-----								

v.) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Date	Shareholding		Increase/D ecrease in share-holding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
			No. of Shares at the beginning (01-04-15 / end of the year (31-03-16)	% of total shares of the Company			No. of Share	% of total shares of the Company
1	Mrs. Indira Vijay Ramaiya	31-Mar-2016	--	--	--	--	--	--
2	Mrs. Ilaben Jasvantlal Shah	31-Mar-2016	--	--	--	--	--	--

3	Mr. Ravi Vijay Ramaiya	31-Mar-2016	--	--	--	--	--	--
4	Mr. Shardul Jasvantlal Shah	31-Mar-2016	--	--	--	--	--	--

V. INDEBTEDNESS (Amt. in Rs.):

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	17741.00	0.00	17741.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	17741.00	0.00	17741.00
Change in Indebtedness during the financial year				
Addition	0.00	4501304.00	0.00	4501304.00
Reduction	0.00	0.00	0.00	0.00
Net Change	0.00	4501304.00	0.00	4501304.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	4519045.00	0.00	4519045.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	4519045.00	0.00	4519045.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		---	---	---	---
-----N.A.-----					

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others (salary)	Total Amount
1	Independent Directors	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors				
1.	Mrs. Indira Vijay Ramaiya	420000.00	0.00	0.00	420000.00
2.	Mrs. Ilaben Jasvantlal Shah	360000.00	0.00	0.00	360000.00
	TOTAL(2)	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	780000.00	0.00	0.00	780000.00
	Total Managerial Remuneration	780000.00	0.00	0.00	780000.00
	Overall Ceiling as per the Act	-----N.A-----			

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
-----N.A-----					

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2016.

By Order of the Board of Directors,
For, SECMARK CONSULTANCY PRIVATE LIMITED

Date: 22.08.2016

Place: Mumbai.

Sd/-
Ilaben Jasvantlal Shah
Chairman
(DIN: 00957906)

532/533 ARUN CHAMBERS,
TARDEO MAIN ROAD,
TARDEO, MUMBAI-400 007.
Tel. : 40054210
E mail : krparikh@hotmail.com

KIRAN PARIKH & CO.
(Regd.)
CHARTERED ACCOUNTANTS
* * * *

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SECMARK CONSULTANCY PRIVATE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of SECMARK CONSULTANCY PRIVATE LIMITED, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year then 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 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

4

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 statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 Act is not applicable to the company.
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 purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The company does not have any branch and therefore, Section 143 (8) of the Act is not applicable.
 - (d) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account and with the accounts of the branches.
 - (e) 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) Rules, 2014.
 - (f) On the basis of the written representations received from the directors as on 31st



March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(h) 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) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Kiran Parikh & Co
Chartered Accountants
FRN: 105189W


Proprietor

M. No. : 038218

Place: Mumbai

Date: 22nd August, 2016

Annexure A to the Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including the quantitative details and situation of fixed assets.
(b) As informed, some of the fixed assets were physically verified during the period by the management in accordance with programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
(c) Fixed assets disposed off during the period, in our opinion, do not constitute substantial part of Fixed Assets of the Company and such disposal has not affected the going concern status of the company.
2. The company does not any inventory at the end of the year
3. The Company has neither granted nor taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clauses 3(iii)(b) to (iii)(d) of paragraph of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets and with regard to sale of goods & services. We have not come across any major weakness in the internal control during the course of the audit.
5. The company has not accepted any deposits from the public.
6. The central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.
7. (a) The Company has been generally regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
(b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they become payable.
(c) According to the information and explanations given to us, there are no dues of Income-tax, Sales Tax, Service Tax and Custom Duty, which have not been deposited with the appropriate authorities on account of any dispute.
8. The Company has not defaulted in repayment of funds to financial institutions or banks or debenture holders.
9. The Company has not given any guarantees for loans taken by others from banks or financial institutions.
10. The Company did not have any term loans outstanding during the period ended 31st March 2016.



11. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Kiran Parikh & Co..

Chartered Accountants

FRN No. : 105189W



Kiran Parikh

Partner

M No. 038218

Mumbai

Date: 22nd August, 2016

"Annexure B" to the Independent Auditor's Report of Secmark Consultancy Pvt. Ltd. as of March 31, 2016

Report on Internal Financial Control under clause (i) of sub section 3 of section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Secmark Consultancy Pvt. Ltd. as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

Secmark Consultancy Pvt. Ltd. management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

Secmark Consultancy Pvt. Ltd. internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Secmark Consultancy Pvt. Ltd. internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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


Opinion

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

For Kiran Parikh & Co..

Chartered Accountants

FRN No. : 105189W



Kiran Parikh

Partner

M No. 038218

Mumbai

Date: 22nd August 2016

Secmark Consultancy Pvt. Ltd.

Balance Sheet as at 31-Mar-2016

In (Rupees)

	Particulars	Note No.	as at 31-Mar-2016	as at 31-Mar-2015
I.	EQUITY AND LIABILITIES			
	1 Shareholders' Funds		8678925	4717780
	(a) Share Capital	1	100000	100000
	(b) Reserves and Surplus	2	8578925	4617780
	2 Current Liabilities		7472777	2729290
	(a) Short-Term Borrowings	3	4519045	17741
	(b) Trade Payables	4	53700	171417
	(c) Other Current Liabilities	5	126971	175749
	(d) Short-Term Provisions	6	2773061	2364383
	Total		16151702	7447070
II.	ASSETS			
	1 Non-Current Assets		1277055	198376
	(a) Fixed Assets	7	764055	185376
	(i) Tangible Assets		764055	185376
	(b) Non-Current Investments	8	500000	-
	(c) Long-Term Loans and Advances	9	13000	13000
	2 Current Assets		14874647	7248694
	(a) Trade receivables	10	2162984	2641631
	(b) Cash and Cash Equivalents	11	8750310	992232
	(c) Short-Term Loans and Advances	12	1557000	1090000
	(d) Other Current Assets	13	2404353	2524831
	Total		16151702	7447070
	Significant Accounting Policies	19		

The Notes referred to above form an integral part of the Balance Sheet.

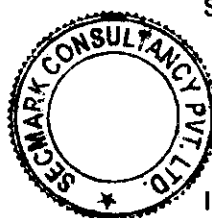
As per our report of even date

For Kiran Parikh & Co.
Chartered Accountants
Firm Registration No. 105189W

CA Kiran Parikh
Partner
Membership No. 38218

Place: Mumbai
Date: 22-Aug-2016

For and On behalf of the Board
Secmark Consultancy Pvt. Ltd.



Ila Shah
Director

I. V. Ramaiya
Indira Ramaiya
Director

Place: Mumbai
Date: 22-Aug-2016

Secmark Consultancy Pvt. Ltd.

Statement of Profit and Loss for the year ended 31-Mar-2016

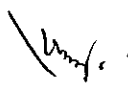
In (Rupees)

Sr. No.	Particulars	Note No.	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
I	Revenue from Operations	14	19540699	15839202
II	Other Income		-	-
III	TOTAL REVENUE (I + II)		19540699	15839202
IV	EXPENSES			
	Employee Benefit Expenses	15	9205134	8129903
	Finance Costs	16	46616	665
	Depreciation and Amortization Expenses	17	274753	117141
	Other Expenses	18	4281713	2979158
	TOTAL EXPENSES		13808217	11226867
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		5732482	4612335
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax		5732482	4612335
VIII	Extraordinary Items		-	-
IX	Profit Before Tax		5732482	4612335
X	Tax Expense		-	-
	Current Tax		1771337	1425212
	Deferred Tax		-	-
XI	Profit/(Loss) for the period from Continuing Operations (IX-X)		3961145	3187124
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the Period (XI+XIV)		3961145	3187124
XVI	Earnings per Equity Share			
	-Basic		396	319
	-Diluted		396	319
	Significant Accounting Policies	19		

The Notes referred to above form an integral part of the Balance Sheet.

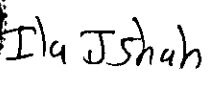

As per our report of even date

For Kiran Parikh & Co.
Chartered Accountants
Firm Registration No. 105189W


CA Kiran Parikh
Partner
Membership No. 38218

For and On behalf of the Board
Secmark Consultancy Pvt. Ltd.



 
Ila Shah Indira Ramaiya
Director Director

Place: Mumbai
Date: 22-Aug-2016

Place: Mumbai
Date: 22-Aug-2016

Secmark Consultancy Pvt. Ltd.

Notes to and forming part of Balance Sheet as at 31-Mar-2016

1. Share Capital

1.1 Authorized, Issued, Subscribed and Paidup share capital

In (Rupees)

Particulars	as at 31-Mar-2016		as at 31-Mar-2015	
	Number of Shares	Amount	Number of Shares	Amount
Authorised Share Capital				
Equity Shares of Rs. 10.00 each	10000	100000	10000	100000
Total	10000	100000	10000	100000
Issued Share Capital				
Equity Shares of Rs. 10.00 each	10000	100000	10000	100000
Total	10000	100000	10000	100000
Subscribed and fully paid				
Equity Shares of Rs. 10.00 each	10000	100000	10000	100000
Total	10000	100000	10000	100000
Total	10000	100000	10000	100000

1.2 Reconciliation of share capital


Particulars	as at 31-Mar-2016		as at 31-Mar-2015	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares (Face Value Rs. 10.00)				
Shares outstanding at the beginning of the year	10000	100000	10000	100000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10000	100000	10000	100000

1.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March , 2016		As at 31st March , 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights Secmak Holdings Private Limited	10000	100	10,000	100

2. Reserves and Surplus

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Surplus	8578925	4617780
Opening Balance	4617780	1430656
(+) Net profit/(Net loss) for the Current Year	3961145	3187124
(-) Profit & Loss A/c Res & Surplus		-3187123
Closing balance	8578925	4617780
Total	8578925	4617780

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Secmark Consultancy Pvt. Ltd.

Notes to and forming part of Balance Sheet as at 31-Mar-2016

3 . Short-Term Borrowings

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Unsecured	4519045	17741
Loans repayable on demand	1894100	621
From banks	1894100	621
Bank OD A/c	1894100	621
Loans and advances from related parties	2624945	17120
Shah & Ramaiya	0	22120
Shardul J Shah - Loan (SBI)	2624945	-5000
Total	4519045	17741

4 . Trade Payables

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Sundry Creditors	53700	171417
Total	53700	171417

5 . Other Current Liabilities

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Other Payables	126971	175749
Total	126971	175749

6 . Short-Term Provisions

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Provision for Employee Benefits	1001724	939171
Salary and Reimbursements	1001724	939171
Others	1771337	1425212
Total	2773061	2364383

8. Non Current Investments

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Other Investments	500000	
Investments in debentures or bonds		
NTPC-Bonds-500 @ Rs. 1000/= 05.10.2015	500000	
Total	500000	


9 . Long-Term Loans and Advances

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Loans and Advances to Related Parties	13000	13000
Unsecured, considered good	13000	13000
Total	13000	13000

10 . Trade Receivables

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Outstanding for less than 6 months from the due date	2162984	2641631
Unsecured, considered good	2162984	2641631
Total	2162984	2641631

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Secmark Consultancy Pvt. Ltd.

Notes to and forming part of Balance Sheet as at 31-Mar-2016

11 . Cash and Cash Equivalents

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Balances with banks	8182118	702751
In Current Account	72118	92751
Bank deposits with more than 12 months maturity	8110000	610000
Cash on hand	568192	289481
Total	8750310	992232

12 . Short-Term Loans and Advances

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Other Loans and Advances	1557000	1090000
Unsecured, considered good	1557000	1090000
Total	1557000	1090000

13 . Other Current Assets

Particulars	as at 31-Mar-2016	as at 31-Mar-2015
Advance Agst Salaries	79600	49800
Advance for Expenses (Nagesh Carpenter)	-205	6000
Advance for Expenses(Pratik Damania)	-2690	-321
Advance for Expenses(Rajnikant Dubey)	-2099	-2522
Advance for Expenses(Romik Shah)	-4495	-13135
Advance for Exp.(Satyendra Gupta)	-9003	0
Advance for Office Expenses(Dilip Tawade)	0	10000
Advance to Anjali Mukhija	0	50000
Income Tax Refund Receivable AY- 2014-15	0	805269
Interest Receivable on F D R	294282	5480
Service Tax - CREDITS	5861	2181
TDS Credit in FM-26 AS- Excess FY-2014-15	-43808	-54068
TDS Credit in FM-26 AS- Excess FY-2015-16	28000	
TDS F.Y. 2012-13	70742	70742
TDS F.Y. 2013-2014 - Not in FM-26 AS	70191	70191
TDS FY 2014-15-CR in FM-26 AS FY-2015-16		15484
TDS F.Y. 2014-2015	58624	1483836
TDS F.Y. 2014-2015 - Not in FM-26 AS	15394	25894
TDS F.Y. 2015-2016	1741749	
TDS F.Y. 2015-2016 - Not in FM-26 AS	102210	
Total	2404353	2524831



Secmark Consultancy Pvt. Ltd.

Notes to and forming part of Balance Sheet as at 31-Mar-2016

Particulars	Gross Block				Depreciation and Amortization			Net Block	
	Balance as at 1 Apr-2015	Additions	Disposals	Balance as at 31-Mar-2016	Balance as at 1 Apr-2015	Depreciation for the year	Balance as at 31-Mar-2016	Balance as at 31-Mar-2015	Balance as at 31-Mar-2016
	Tangible Assets								
Vehicles	-	425442	-	425442	-	63816	63816	-	361626
Motor Car									
Office Equipment	35000	67990	-	102990	5250	9562	14812	29750	88178
Air Conditioner	50800	-	-	50800	16723	20446	37169	34077	13631
Computer Scanner									
Computer Server	243927	360000	-	360000	0	108000	108000	0	252000
Computer System									
Total	329727	853432	0	1183159	144351	63816	419104	185376	764055

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Secmark Consultancy Pvt. Ltd.

Notes to and forming part of Statement of Profit and Loss for the year ended 31-Mar-2016

14 . Revenue from Operations

In (Rupees)

Particulars	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
Sale of Services	19119015	15544370
Other Operating Revenues	421684	294832
Total	19540699	15839202

15 . Employee Benefit Expenses

Particulars	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
Salaries and Wages	9205134	8129903
Total	9205134	8129903

16 . Finance Costs

Particulars	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
Interest Expense	46616	665
Total	46616	665

17 . Depreciation and Amortization Expenses

Particulars	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
Depreciation Air Conditioners	9562	5250
Depreciation Motor Car	63816	
Depreciation Scanner	20446	6013
Depreciation Server	108000	
Depreciation Computer System	72929	105878
Total	274753	117141

18 . Other Expenses

Particulars	1-Apr-2015 to 31-Mar-2016	1-Apr-2014 to 31-Mar-2015
Payment to Auditors	15000	15000
As Auditor	15000	15000
Power and fuel	61003	78824
Rent		117000
Miscellaneous expenses	4205710	2768334
Total	4281713	2979158



SECMARK CONSULTANCY PRIVATE LIMITED

19. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of financial statements

The Financial Accounts have been prepared under the historical cost convention, in accordance with the Accounting Standards issued by the Central Government and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All revenue/income and cost/expenditure having a material bearing on the financial statements are recognized on accrual basis as and when earned or incurred except recognition of dividend income.

Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in future periods.

Fixed assets and depreciation

- Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalized.
- Depreciation on assets is provided on the Written down Value Method as per the income tax rate. Depreciation on newly purchased asset is provided proportionately as per Income Tax Basis

Cash and cash equivalents

Cash and cash equivalents comprise of cash-in-hand and balance in bank in current accounts and deposit accounts.

Revenue recognition

- The Company derives its revenues primarily from management & consultancy services. Revenue is recognized at pre-determined rates as defined under contracts with clients and accounted for at the time of execution of transactions / events.
- Interest income is recognized using the time proportion method, based on the transactional interest rates.



Provision and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Taxation

The current income tax charge is determined in accordance with the Income Tax Act, 1961 applicable to the Company.

Earnings per share

In determining earnings per share, the Company considers the net profit after tax. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period.

NOTES TO THE ACCOUNTS

1. In the opinion of the Board the value of realization of Current Assets, Loans & Advances in the ordinary course of business would not be less than amount at which they are stated in the Balance Sheet. The provision for other known liabilities in adequate and not in excess of what is required
2. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
3. Previous year figures are regrouped and rearranged as per the current year's figures
4. Related party Disclosure Disclosures as required by the Accounting Standard 18 "Related Party Disclosure" are given below:

a) Key Managerial Personnel and relatives of such personnel:-

i.	Ila J Shah	- Director
ii.	Indira Ramaiya	- Director
iii.	Ravi Ramaiya	- Director
iv.	Shardul Shah	- Director
v.	Vijay Ramaiya	- Relative of Director
vi.	Trupti Ramaiya	- Relative of Director
vii.	Priyanka Ramaiya	- Relative of Director
viii.	Hiral Shah	- Relative of Director

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b) Transactions with related party:-

Sr No	Name of Party	Nature of Transaction	Amount in Rs as on 31/03/2016	Paid/ (received) during the period 2015-2016
1.	SecMark Holdings Pvt Ltd	Loan given to party	3000	-
2.	SecMark Advisory Services Pvt Ltd	Loan given to party	10000	-
3.	Ila Shah	Directors Remuneration	30000	360000
4.	Indira Ramaiya	Directors Remuneration	35000	420000
5.	Hiral Shah	Salary	-	636000
6.	Priyanka Ramaiya	Salary	42258	619957
7.	Trupti Ramaiya	Salary	-	780000
8.	Shardul Shah	Loan taken from party	2624945	3494055/(6124000)
9.	Shah & Ramaiya	Loan taken from party	-	22120
10.	Vijay Ramaiya	Rent Paid	-	117000

For and on Behalf of Board of
SecMark Consultancy Private Limited

Ila Shah

Ila Shah
Director

Place: Mumbai

Date: 22-Aug-2016

I. V. Ramaiya

Indira Ramaiya
Director



SECMARK CONSULTANCY PRIVATE LIMITED

Shareholding pattern as on 31st March, 2016

Sr. No.	Name of Shareholders	Class of Shares	Number of shares held	Amount (Rs.)
1	Secmark Holdings Private Limited	Equity	9,999	99,990
2	Mrs. Ilaben Jasvantlal Shah (nominee of Secmark Holdings Pvt. Ltd.	Equity	1	10
Total			10,000	1,00,000

**For and on Behalf of Board of
Secmark Consultancy Private Limited**

IlajShah

**Ilaj Shah
Director**

I. V. Ramaniya
**Indira Ramaniya
Director**

**Place: Mumbai
Date: 22-Aug-2016**

