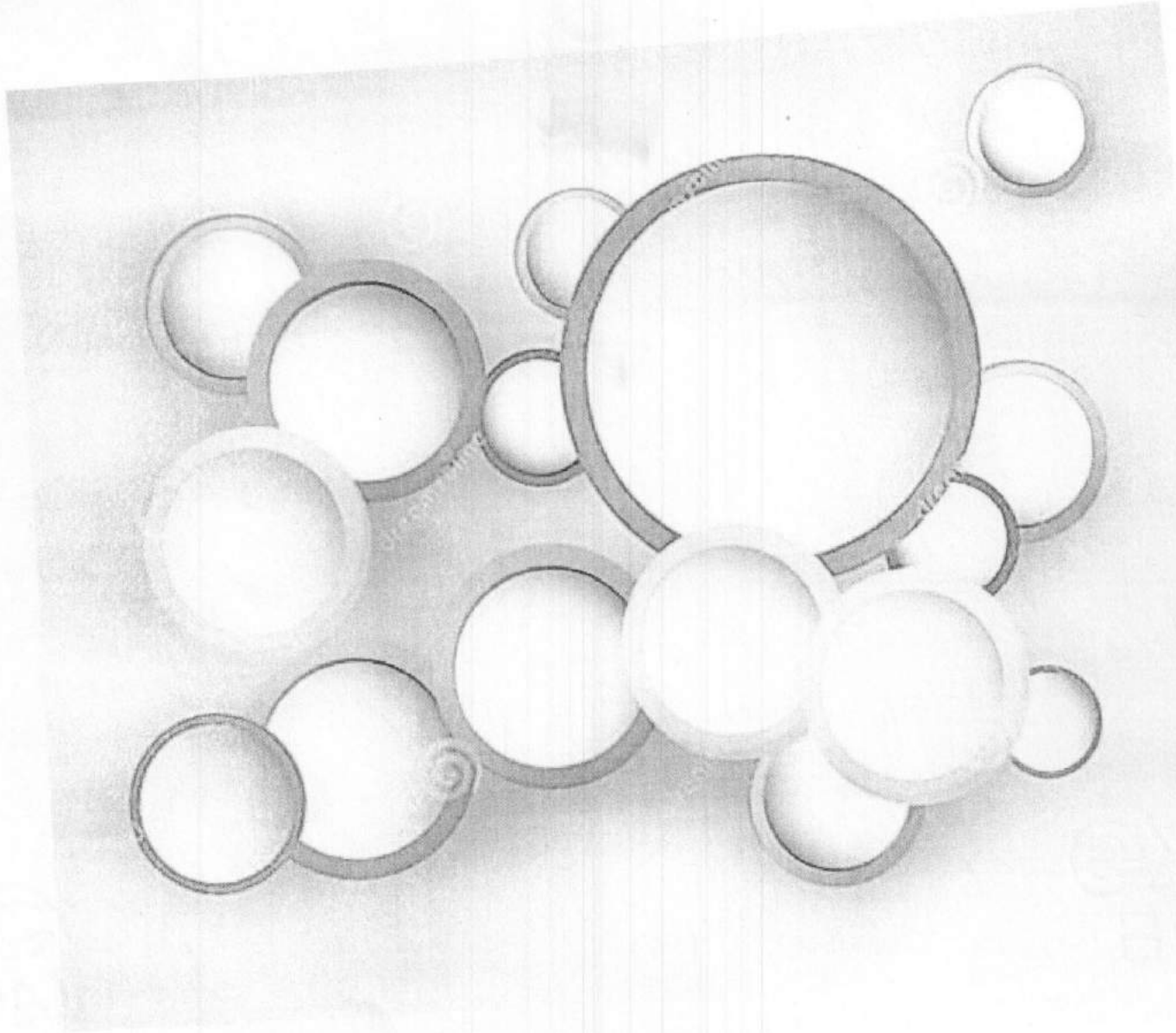


SHANTNU INVESTMENTS (INDIA) LIMITED



**ANNUAL REPORT**  
**(2016-2017)**

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- Standalone Balance Sheet, Profit & Loss Account
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# Corporate Information

## Board of Directors:-

Mrs. Pragya Agarwal	<b>Managing Director</b>
Mr. Manoj Agarwal	<b>Non Executive Director</b>
Mr. Mayank Agarwal	<b>Executive Director &amp; CFO</b>
Mr. Bharat Bhushan Mithal	<b>Independent Director (Non Executive)</b>
Mr. Pradip Bhardwaj	<b>Independent Director ( Non Executive)</b>
Ms. Sugandha Khandelwal	<b>Company Secretary</b>

## Committees of the Board

### **Audit Committee**

Mr. Bharat Bhushan Mithal **Chairman**  
Mr. Pradip Bhardwaj  
Mr. Mayank Agarwal

### **Nomination & Remuneration Committee**

Mr. Bharat Bhushan Mithal **Chairman**  
Mr. Pradip Bhardwaj  
Mr. Manoj Agarwal

### **Statutory Auditors**

M/s M. B. Gupta & Co  
(Chartered Accountants)  
R-52, 3rd Floor, Vikas Marg,  
Shakarpur New Delhi-110092

### **Registrar & Share Transfer Agents**

Skyline Financial Services Private Limited  
D-153, 1st Floor, Okhla Industrial Area,  
Phase- I, New Delhi - 110 020

### **Secretarial Auditor**

Sanchit Mathur & Co.  
(Company Secretary)  
Office: - Chamber No 211, Namdhari Chambers,  
9/54, Desh Bandhu Gupta Road  
Karol Bagh, New Delhi-110005

**Internal Auditors**

M/s Jeevesh Krishna & Co

(Chartered Accountants)

FRN -021337N

350,Ground Floor, Plot No Aravali Appartments,

Kalkaji, PS, Alaknanda Colony,

Alaknanda, Delhi-110019

**Registered Office:** - DSC-319, DLF South Court, Saket, New Delhi-110017

**Listing:** - Listed on Metropolitan Stock Exchange of India Limited w.e.f 16<sup>th</sup> November 2016

**ISIN:** - INE522V01018

**CIN:** - U65993DL1973PLC006795

# SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

CIN- U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

## NOTICE OF 44<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 44<sup>th</sup> Annual General Meeting of Company will be held on **Saturday, 30<sup>th</sup> day of September, 2017** at 12:00 PM at registered office of the Company situated at **DSC-319, DLF South Court, Saket, New Delhi-110017, India** to transact the following businesses:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial statement of the company for the year ended 31<sup>st</sup> March, 2017, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs Pragya Agarwal, (DIN:-00093526), who retires by rotation and being eligible offer herself for re-appointment.
3. To ratify the appointment of the Auditors, to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution ;

**"RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, Ratification of appointment of M/s M. B. Gupta & Co, Chartered Accountant (Firm Registration No: 006928N) Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next AGM of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditors."

### SPECIAL BUSINESS

4. **To confirm appointment of Mr. Bharat Bhushan Mithal (DIN 01451033) as Independent Director of the Company:-**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Bharat Bhushan Mithal, (DIN: 01451033) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act at the Board Meeting held on 30.05.2017 and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years and shall not be liable to retire by rotation."

5. **To confirm appointment of Mr. Pradip Bhardwaj (DIN 02693127) as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the companies (Appointment and Qualification of Directors Rules, 2014 and Regulation 16 of SEBI (listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Pradip Bhardwaj, (DIN 02693127) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act at the Board Meeting held on 30.05.2017 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years and shall not be liable to retire by rotation.”

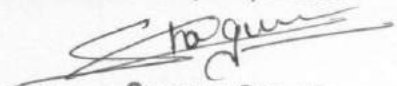
## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IS ATTACHED BELOW FOR YOUR REFERENCE.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty eight hours before the time of holding the meeting.
4. Members/Proxies should bring duly filled in and signed Attendance Slip sent herewith for attending the Meeting. The Members holding shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting
5. The Registers of Members and Share Transfers shall remain closed from Thursday, the 28th Day of September, 2017 to Saturday, the 30<sup>th</sup> Day of September, 2017 [both days inclusive] and the cut-off date is 27<sup>st</sup> Day of September, 2017.
6. The Company has appointed Sanchit Mathur & Co., the Practicing Company Secretary, as a Scrutinizer for conducting the voting process in a transparent manner.
7. The Company also provides the facility for voting either through ballot or polling paper at the meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 5.00 p.m) on all working days except National Holidays, upto and including the date of the Annual General Meeting of the Company.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat account. Members holding shares in physical form can submit their PAN to Skyline Financial Services Private Limited at the D-153, 1<sup>ST</sup> Floor, Okhla Industrial Area, Phase I, New Delhi- 110020.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline Financial Services Private Limited, for consolidation into a single folio.
12. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/reappointment, as required in terms of SEBI's [Listing Obligations & Disclosure Requirements] Regulations, 2015 is annexed.
13. Corporate Members intending to send their authorized representatives to attend the Meeting are required to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. The result of voting will be announced at the Registered Office of the Company situated at DSC-319, DLF South Court, Saket, Delhi-110017, by the Chairman of the Meeting within 48 hours of the conclusion of Annual General Meeting. The voting results will be communicated to the stock exchanges within the prescribed time and will be placed on the website of the Company [www.shantnuinvestments.com](http://www.shantnuinvestments.com)
15. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
16. The registers of directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.
17. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

For and on behalf of Board of directors  
**Shantnu Investments (India) Limited**

For Shantnu Investments (India) Limited

  
Sugandha Khandelwal  
(Company Secretary)

Membership No.:- A-48323

Dated: 4<sup>th</sup> September 2017  
Place: New Delhi

## **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

### **Item No. 4**

The Board of Directors of the Company had appointed Shri Bharat Bhushan Mithal as an Additional Independent Director of the Company w.e.f 30.05.2017. In accordance with the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the "Act"), Shri Bharat Bhushan Mithal shall hold office up to the date of the forthcoming Annual General Meeting. He is however, eligible to be appointed as an Independent Director for a term up to five years.

Shri Bharat Bhushan Mithal is Chartered Accountant (CA) and Company Secretary (CS) by profession and more than 20 years experience in different field. He is acting as Independent Director on the Board of several reputed Companies. Shri Bharat Bhushan Mithal possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as an Independent Director of the Company.

Shri Bharat Bhushan Mithal is independent of the management and is not related to any Director or Key Managerial Personnel of the Company.

Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection by Members on all business days (except Sunday) during 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.

Except Shri Bharat Bhushan Mithal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board recommends the Ordinary Resolution set out in Item no. 4 of the Notice regarding appointment of Shri Bharat Bhushan Mithal as an Independent Director of the Company, not liable to retire by rotation, for approval by the Members.

### **Item No. 5**

The Board of Directors of the Company had appointed Shri Pradip Bhardwaj as an Additional Independent Director of the Company w.e.f 30.05.2017. In accordance with the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the "Act"), Shri Pradip Bhardwaj shall hold office up to the date of the forthcoming Annual General Meeting. He is however, eligible to be appointed as an Independent Director for a term up to five years.

Shri Pradip Bhardwaj is a Chartered Accountant (CA) and LLB by profession and has more than 15 years experience in different field. Shri Pradip Bhardwaj possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as an Independent Director of the Company.

Shri Pradip Bhardwaj is independent of the management and is not related to any Director or Key Managerial Personnel of the Company.

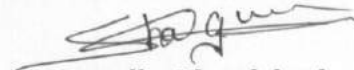
Letter of Appointment of Independent Director(s), setting out terms and conditions of appointment of Independent Director(s) is available for inspection by Members on all business days (except Sunday) during 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.

Except Shri Pradip Bhardwaj, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board recommends the Ordinary Resolution set out in Item no. 5 of the Notice regarding appointment of Shri Pradip Bhardwaj as an Independent Director of the Company, not liable to retire by rotation, for approval by the Members.

**By the order of the Board  
For Shantnu Investments (India) Limited**

**For Shantnu Investments (India) Limited**

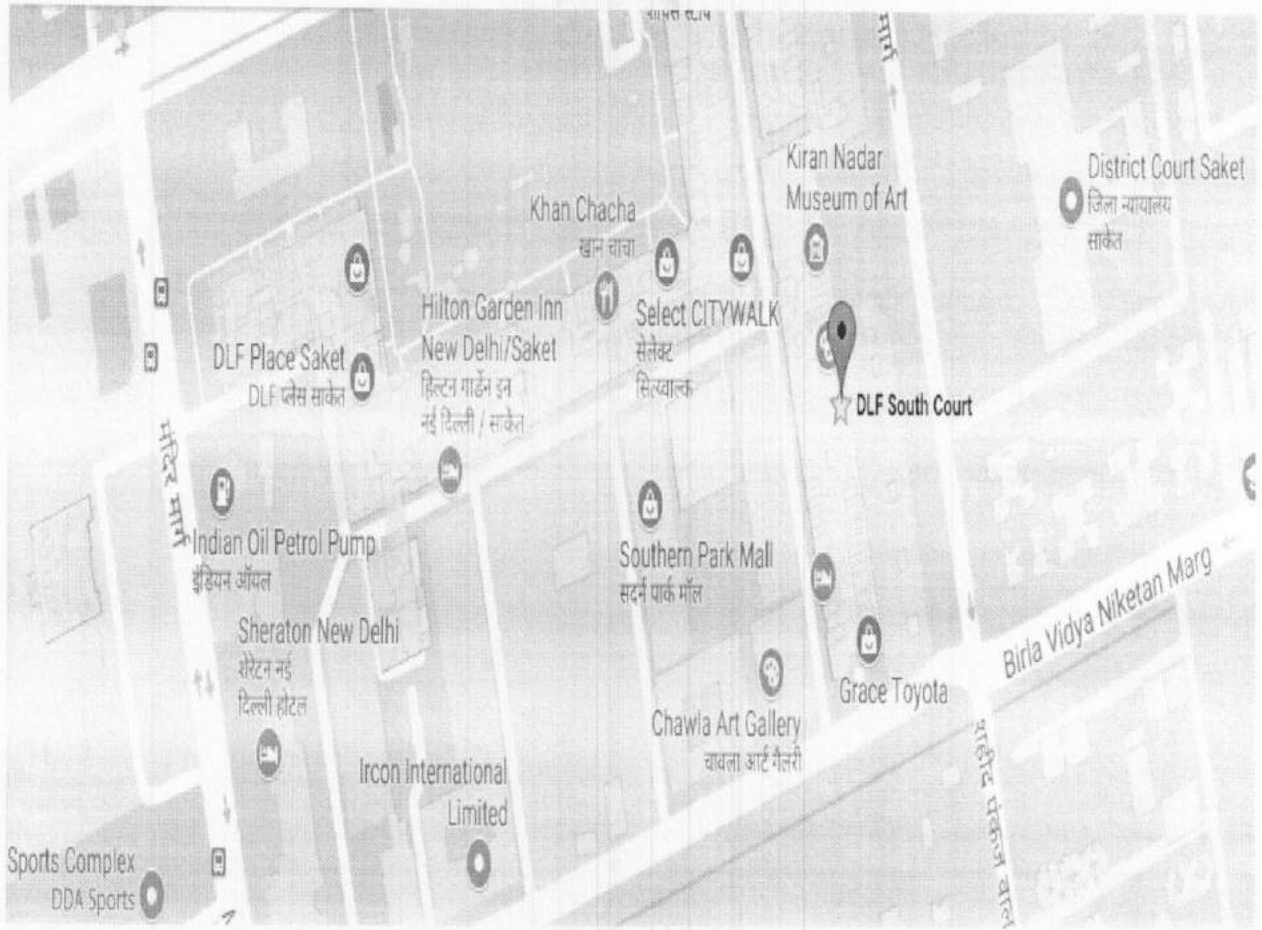


**Sugandha Khandelwal  
(Company Secretary)  
Membership No.:- A-48323**

**Place: New Delhi**

**Date: 4<sup>th</sup> September 2017**

*Map to the venue of the 44<sup>th</sup> Annual General Meeting (AGM) of Shantnu Investments (India) Limited*



**\*DSC-319, DLF South Court, Saket, New Delhi-110017**

## ANNEXURE TO ITEMS 2, 4 & 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [in pursuance of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

Name of the Director	Pragya Aggarwal	Bharat Bhushan Mithal	Pradip Bhardwaj
Director Identification Number	00093526	01451033	02693127
Nationality	Indian	Indian	Indian
Date of appointment on the Board	20/05/2011	30/05/2017	30/05/2017
Qualification	B.Com	CA & CS	CA & LLB
Expertise in specific functional area	Business Management	Legal & Finance	Legal & Finance
No of shares held in the company	5600	NIL	Nil
Relation inter-se	Promoter	-	-
Chairman/Member in the Committees of the Board of <b>Listed Companies</b> in which he/she is a Director	Nil	Nil	Nil

# Directors' Report

To,  
The Members,

Your Directors have pleasure in presenting the 44<sup>th</sup> Annual Report on the business and operations of the company, together with the Audited statements of accounts of the company for the financial year ended on March 31, 2017.

## Financial Results

The salient features of the Financial Results for the year under review are as under:-

(In Rs.)

Particulars	2016-17	2015-16
Sales Turnover	47,435	25,66,872
Other Income	-	-
Total Income	47,435	25,66,872
Total Expenditure	11,50,872	15,37,713
Profit before Exceptional Item	-11,03,437	9,79,159
Exceptional Items (Profit)	-	-
Profit before tax	-11,03,437	9,79,159
Provision for taxation	-	3,04,167
Deferred Tax	3,33,516	-
Profit after tax	-7,69,921	6,74,992
<b>EPS</b>	<b>-3.85</b>	<b>13.50</b>

## Nature of Business

The Company is engaged in the business of sale, purchase and trading of goods. In past the Company was also engaged in the business to act as broker, underwriter, Granting of loans and making investments in order to earn interest income. In the Year under consideration, company's scale of operation was not fully utilized and the management of the company is putting their best efforts to scale up the operation of the company in future. The Company is also exploring to foray into trading of various other related products in future. Also Company is exploring the new areas of operation in the construction related business.

## Listing

The companies which were exclusively listed on de-recognized Stock Exchanges were given an opportunity for either direct listing to Recognized Stock Exchange or for De-listing. The company could not take any step on either of the legs and hence it was suo-moto shifted to Dissemination Board by the Delhi Stock Exchange along with 1000 plus companies. However after seeing benefits of listing, for a company as a whole including all the stakeholders, Board of Directors have decided for secondary listing of the company at the Metropolitan Stock Exchange of India Limited subject to approval of various regulators like SEBI, concerned stock exchange, Registrar of Companies and such other authorities as may be prescribed.

Your company received listing approval w.e.f. November 16, 2016 vide letter number MSEI/LIST/4696/2016 dated November 10, 2016 from the Metropolitan Stock Exchange of India Limited. After listing, company has compliant with the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as applicable to it.

Now equity share of our company are listed with the **Metropolitan Stock Exchange of India Limited.**

## **Dividend**

In view of the loss, your Directors regret their inability to recommend any dividend for the Financial Year 2016-17.

## **Reserve**

During the Financial Year 2016-17 the company has not transferred any amount to its Reserves and Surplus.

## **Share Capital**

The Authorized Share Capital of the Company is Rs. 1,15,00,000/- (Rupees One Crore Fifteen Lakh only) comprising 11,50,000 (Eleven lakh fifty thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The Issued, Subscribed and Paid-up Equity Share Capital of the Company is Rs. 20,00,000/- (Rupees Twenty Lakh only) consisting of 2,00,000 (Two lakh) Equity Shares of Rs. 10 (Rupees Ten) each.

Your Company has allotted bonus shares during the financial year 2016-17, i.e. 1,50,000 equity shares of Rs. 10/- each fully paid-up, under distinctive numbers 50,001 to 2,00,000 (both numbers inclusive) to the shareholders in the ratio of 3:1 [3 (three) new Equity Share for every 1 (One) Equity Shares held in the Company as on the record date fixed for that purpose, i.e., 23rd September, 2016] to all the shareholders of the Company, whose names stand in the Register of Members of the Company or whose names appear as the beneficial owner(s) of the Equity Shares of the Company, in the records of the Depositories

## **Deposits**

During the year under review, your Company has not accepted any deposit within the meaning of provisions of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

## **Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2017 and September 4<sup>th</sup>, 2017 (date of the Report)**

There have been no material changes and commitments affecting the financial position of the company between the end of Financial Year and date of report.

Your company has made investment into the share capital of M/s Ayushman Infratech Private Limited, M/s Shri Parasnath Plastics Private Limited and M/s Greatvalue Infrastructure India Limited. Tune of Investment so made makes all 3 company wholly owned subsidiary of your Company.

## **Names of Companies which have ceased / become subsidiaries / joint ventures / associate companies during the year**

During the financial year, your company has no Holding, Subsidiary, Joint Venture and Associate Company.

## **Directors and Key Managerial Personnel**

Mr. Mayank Agarwal, DIN:-00949052 who is associated with the Company as a Director has been designated as Chief Financial Officer (CFO) w.e.f. 4<sup>th</sup> September 2017.

In accordance with the provisions of Companies Act, 2013 Smt Pragya Agarwal, DIN:-00093526 Director liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. The Board recommends her re-appointment by the members at the ensuing AGM.

During the year under review, Shri Bharat Bhushan Mithal, DIN:- 01451033 who was appointed as Additional Independent Director (Non Executive) of the company on 30.05.2017 and who is not liable to retire by rotation, is recommended to the shareholders for ratification as Non executive Independent Director of the Company to hold office for 5 (five) consecutive years.

During the year under review, Shri Pradip Bhardwaj, who was appointed as an Additional Independent Director (Non Executive) of the company on 30.05.2017 and who is not liable to retire by rotation, is recommended to the shareholders for ratification as Non executive Independent Director of the Company to hold office for 5 (five) consecutive years.

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Directors fulfill all the conditions as specified in the Companies Act, 2013 and thus making them eligible to act as an Independent Directors.

The information on the particulars of Director eligible for appointment in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided vide annexure of the notice convening the Annual General Meeting.

### **Evaluation of the Board's performance/ effectiveness**

The Board undertook the initiative to conduct a formal evaluation of its own performance and that of its committees & individual Directors. The Independent Director reviewed the performance of non-independent Directors, and the Board as a whole.

The Board would use the results of the evaluation process constructively to improve the effectiveness, optimize individual strength of Directors and deliver performance & overall growth for the Company.

The reports on performance evaluation of the Individual Directors are reviewed by the Chairman of the Board.

### **Auditors and Auditors' Report**

#### **1) Statutory Auditor**

Pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, appointment of M/s M. B. Gupta & Co, Chartered Accountant (Firm Registration No: 006928N) Statutory Auditors be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next AGM of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditors."

The Company has received a certificate from M/s M. B. Gupta & Co, to the effect that the ratification of their appointment as Statutory Auditors shall be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Auditors have submitted their Independent Auditors Report on the financial statements of the Company for the financial year ended 31st March, 2017. Further, there are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report.

## **2) Secretarial Auditor**

As per Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors of your Company has appointed "M/s Sanchit Mathur & Co" Company Secretary as the Secretarial Auditor for the financial year 2016-17 to carry out the secretarial audit of Company's records and the remuneration proposed to be paid to the Secretarial Auditor is Rs. 40,000/- (Rupees Forty Thousand only) including all the taxes if any.

Company has received consent from "M/s Sanchit Mathur & Co", company Secretary to act as the secretarial Auditor of your Company for the financial year 2016-17.

The report of the Secretarial Auditors is annexed as **addendum** to this report.

There are no qualifications or observations or remarks made by the Secretarial Auditor in their Report.

## **3) Internal Auditor**

The Board has appointed "M/s Jeevesh Krishna & Co", FRN -021337N (Chartered Accountant), Internal Auditor for the Financial Year 2016-17 to carry out the Internal Audit of Company's Records. Company has received consent from "M/s Jeevesh Krishna & Co", to act as the Internal Auditor of your Company for the financial year 2016-17.

Pursuant to the provisions of Section 138 of the Companies Act 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, the consent of the Board of Directors be and is hereby accorded for the appointment of M/s Jeevesh Krishna & Co, FRN -021337N(Chartered Accountant), as the Internal Auditor of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Internal Auditor.

### **Statement of particulars of employees:**

None of the employee drew Rs. 5, 00,000 or more per month and Rs. 60, 00,000 or more per annum. Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) and (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Such particulars shall also be made available to any Shareholder on specific request made by him in writing before the date of such Annual General Meeting.

### **Disclosure on Vigil Mechanism Policy**

The Company has established a vigil mechanism through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee.

### **Document Retention and Archival Policy (DRAP)**

Pursuant to the Regulation 9 of SEBI (LODR) Regulations 2015 mandates that every listed entity shall formulate a policy for preservation of documents and Regulation 30(8) of the Regulations is also required to have an archival policy on archiving all information disclosed to stock exchange(s).

## **Materiality of Related Party Transactions Policy (MRTP)**

Pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 mandates that every listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions.

## **Materiality Disclosure Policy (MDP)**

Pursuant to the Regulation 30 of SEBI (LODR) Regulations 2015 mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material and the same will be hosted on the Company's website.

## **Code of Conduct**

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and then same will be hosted on the company's website.

## **Directors' Responsibility Statement**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134 (3) (c) read with section 134(5) of Companies Act,2013 and provisions of SEBI(Listing Obligation And Disclosure Requirement) Regulations, 2015 and in preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2017 and state that:-

- i) in the preparation of the annual accounts for the financial year ended on March 31, 2017, the applicable Accounting standards have been followed and there are no material departures;
- ii) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31,2017; and of the loss of the Company for the year ended on that date;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) the Annual Accounts have been prepared on a 'Going Concern' basis.
- v) Internal Financial Controls were in place and that such internal financial controls were adequate and were operating effectively; and
- vi) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:-**

There is no information to be disclosed pursuant to section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules Act, 2014, as the Company has not started or undertaken any such activity which requires consumption of energy, absorption of technology and earnings / remittance of the Foreign exchange.

## **Particulars of Loans, Guarantee or investments under Section 186 of the Companies Act, 2013 & rules made there under**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## **Corporate Social Responsibility**

Provisions of section 134(3) (o) & 135 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

## **Risk Management**

During the year, a risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the company. Risk is an integral part of the business. Company is committed to managing the risks in a proactive and efficient manner. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework.

## **Extract of Annual Report**

The particulars required to be furnished under Section 134(3) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as prescribed in Form No. MGT-9 is given in 'Annexure-1'

## **Related Party Transaction**

During the financial year 2016-17, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (specification of definitions details) Rules, 2014, which were in the ordinary course of business and are on arms' length basis and in accordance with the provisions of the Companies Act, 2013, and rules issued there under.

Further, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of Company.

The details of the related party transactions as required under Accounting Standard - 18 are set out in note no to the Financial Statements forming part of this report.

The Form AOC- 2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure- 2" to this report.

## **Management Discussion and Analysis**

Management's Discussion & Analysis Report for the year under review, as stipulated under regulation 34 and Schedule V of SEBI (Listing Obligation And Disclosure Requirement)Regulation, 2015, is presented as "Annexure-3" forming part of the Director's Report .

## **Meetings of the Board**

The meetings of the Board are scheduled at regular intervals to decide and discuss business performance, policies, strategies and other matters of Significance apart from other agenda items of the respective meetings of the Board. The Board of Directors of the company met 10 times dated 30.05.2016, 09.07.2016, 13.08.2016, 25.08.2016, 03.09.2016, 19.09.2016, 24.09.2016, 14.11.2016, 02.02.2017, 14.02.2017 during the financial year 2016-17 to discuss different businesses of the Company.

## **Internal Control Systems and Internal Financial Control**

Your Company has put in place adequate internal financial controls with reference to the financial statements.

The Company has effective and adequate internal control systems covering all areas of operations. The Internal Control System provides for well documented policies/guidelines, authorizations and approval procedures. The Internal Control System stipulates a reasonable assurance with regard to maintaining of proper accounting controls, protecting assets from unapproved use and compliance of statutes.

## **Details of significant and material orders passed by the regulators**

During the financial year 2016-17, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **Audit Committee**

The Company has duly constituted Audit committee in terms of Section 177 (2) of the Companies Act, 2013 comprises of Mr. Bharat Bhushan Mithal as Chairman and Mr. Pradip Bhardwaj and Mr. Mayank Agarwal as members of the committee.

Any member of the Audit Committee may be removed or replaced at any time by the Board. Any member of the Audit Committee ceasing to be a director shall be ceased to be a member of the Audit Committee. The Committee will be dissolved any time, if there is no more requirement of the Committee, as per the criteria laid down under Companies Act, 2013 after due deliberation of the Board.

## **Nomination and Remuneration Committee**

Nomination & Remuneration Committee comprises of Mr. Bharat Bhushan Mithal as Chairman and Mr. Pradip Bhardwaj and Mr. Manoj Agarwal as members.

In accordance with the Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the rules there under, the Board of Directors has adopted the Nomination and Remuneration Policy on the recommendation of the Nomination and Remuneration Committee of the Company.

## **Disclosure under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

The Company is an equal opportunity employer and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under:-

The Company has in place a policy on prevention, prohibition and redressal of sexual harassment at work place which is applicable to all the employees of the Company. A copy of which is given to every employee and their consent for compliance duly taken.

During the year the Company has not received any complaint related to sexual harassment

## Dematerialization of Shares

The shares of your Company are being traded in electronic form and the Company has established Connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2017, 20.80 % of the share capital stands dematerialized.

### DEMATERIALIZATION OF SHARES - PROCESS

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

1. Demat Account should be opened with a Depository Participant (DP).
2. Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in-original, to their DP.
3. DP will process the DRF and will generate a Dematerialization Request Number (DRN).
4. DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Skyline Financial Services Private Limited
5. RTA will process the DRF and confirm or reject the request to DP/ Depositories.
6. Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his Demat Account maintained with the DP.

The Company's shares are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent .

### Acknowledgment

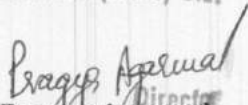
Your Directors place on record their sincere appreciation for the co-operation extended by all the stakeholders and other government authorities, shareholders, investors, banks and clients. Your Directors also place on record their deep appreciation of the committed services of the executives and employees of the Company.

By the order of the Board  
For Shantnu Investments (India) Limited

Place: New Delhi

Date: 4th September 2017

Shantnu Investment (India) Ltd.

  
Pragya Agarwal  
(Managing Director)  
DIN:-00093526

Shantnu Investment (India) Ltd.

  
Mayank Agarwal  
(Director)  
DIN:-00949052

# SHANTNU INVESTMENTS (INDIA) LIMITED

DSC-319, DLF South Court, Saket, New Delhi - 110017

CIN : U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

## ANNEXURE - 1

### FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

(As on Financial Year Ended on 31st March, 2017)

(Pursuant to Section 92(3) of the Companies act, 2003 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

#### I. REGISTRATION & OTHER DETAILS:

i) CIN	: CIN : U65993DL1973PLC006795
ii) Registration Date	: 28/08/1973
iii) Name of the Company	: SHANTNU INVESTMENTS (INDIA) LIMITED
iv) Category/Sub-category of the Company	: Listed Company
v) Address of the Registered office & contact details	: DSC-319, DLF South Court, Saket, New Delhi - 110017 Mob. : 9560200047 E-mail ID : cs@greatvalueindia.com
vi) Whether listed company	: Yes, listed on Metropolitan Stock Exchange of India Limited
vii) Name, Address & contact details of the Registrar & Transfer Agent, if any	: Skyline Financial Services Private Limited D-153, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi – 110 020

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name & Description of Main Products / Services	NIC Code of the Product/service	% to total turnover of the company
1.	Commission Income/ Interest Income/ Sale, Purchase of Shares/ Securities.	649, 661	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE - N.A.

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breaking as % of Total Equity)

##### i) Category - wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31st March, 2016]				No. of Shares held at the end of the year[As on 31st March, 2017]				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>I. Indian</b>									
a) Individual / HUF	----	10400	10400	20.80	41600	----	41600	20.80	----
b) Central Govt.	----	----	----	----	----	----	----	----	----
c) State Govt (s)	----	----	----	----	----	----	----	----	----
d) Bodies Corp.	----	----	----	----	----	----	----	----	----
e) Banks / FI	----	----	----	----	----	----	----	----	----
f) Any Other	----	----	----	----	----	----	----	----	----
Sub Total (A) (I)	----	10400	10400	20.80	41600	----	41600	20.80	----



**(ii) Shareholding of Promoters**

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Share-holding During the Year
	No. of Shares	% of Total Shares of Company	% of Shares Pledged	No. of Shares	% of Total Shares of Company	% of Shares Pledged	
Manoj Agarwal	9000	18.00	-----	36000	18.00	-----	-----
Pragya Agarwal	1400	2.80	-----	5600	2.80	-----	-----

**(iii) Change in Promoters' Shareholding -**

S. No.	For Each of the Directors And KMP	Particulars	Shareholding during 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.	Pragya Agarwal	At the beginning of the year	1400	2.80		
		Increase in Shares Due to allotment of Bonus Shares	4200	2.80		
		At the end of the year	5600	2.80	5600	2.80
2	Manoj Agarwal	At the beginning of the year	9000	18.00		
		Increase in Shares Due to allotment of Bonus Shares	27000	18.00		
		At the end of the year	36000	18.00	5000	18.00

**(iv) Shareholding Pattern of Top Ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Shareholder's Name	Particulars	Shareholding during 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	Dilip Kumar Jain	At the beginning of the year	5200	10.40		
		Increase in Shares Due to allotment of Bonus Shares	15600	10.40		
		At the end of the year	20800	10.40	20800	10.40
2	Sachin Agarwal	At the beginning of the year	5000	10.00		
		Increase in Shares Due to allotment of Bonus Shares	15000	10.00		
		At the end of the year	20000	10.00	20000	10.00
3	Akansha Jain	At the beginning of the year	4500	9.00		
		Increase in Shares Due to allotment of Bonus Shares	13500	9.00		
		At the end of the year	18000	9.00	18000	9.00
4	Akash Jain	At the beginning of the year	1500	3.00		
		Increase in Shares Due to allotment of Bonus Shares	4500	3.00		
		At the end of the year	6000	3.00	6000	3.00
5	Davendra K. Gupta	At the beginning of the year	1500	3.00		
		Increase in Shares Due to allotment of Bonus Shares	4500	3.00		
		At the end of the year	6000	3.00	6000	3.00

6	Neeraj Agarwal	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50
7	Ashish Jain	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50
8	Satendra Sharma	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50
9	Kalu Ram Kaushik	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50
10	Aman Jain	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50
11	Sudhir Agarwal	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50

12	Pratik Kumar	At the beginning of the year	1250	2.50		
		Increase in Shares Due to allotment of Bonus Shares	3750	2.50		
		At the end of the year	5000	2.50	5000	2.50

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

S. No.	For Each of the Directors And KMP	Particulars	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
a.	Pragya Agarwal	At the beginning of the year	1400	2.8		
		Increase in Shares Due to allotment of Bonus Shares	4200	2.8		
		At the end of the year	5600	2.8	5600	2.8
b.	Manoj Agarwal	At the beginning of the year	9000	18		
		Increase in Shares Due to allotment of Bonus Shares	27000	18		
		At the end of the year	36000	18	36000	18
c.	Mayank Agarwal	At the beginning of the year	5000	10		
		Increase in Shares Due to allotment of Bonus Shares	15000	10		
		At the end of the year	20000	10	20000	10

## V. INDEBTEDNESS

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>1. Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>2. Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>3. Indebtedness at the end of the financial year</b>				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	<b>NIL</b>	
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors -- NIL

S.No.	Particulars of Remuneration	Name of Directors	Total Amount
3.	Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify	<b>NIL</b>	
	Total (1)		
4.	Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify		
	Total (2)		
	Total (B) = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD --

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary Sugandha Khandelwal	CFO	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		90323		90323
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify				
	Total (A)		90323		90323

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

NIL

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment / Compounding Fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company					
B. Directors					
C. Other Officers in default					

NIL

Shantnu Investment (India) Ltd.

Shantnu Investment (India) Ltd.

*Pragya Agarwal*  
Director

*Mayank*  
Director

Pragya Agarwal  
Managing Director  
Din: 00093526

Mayank Agarwal  
Director  
00949052

**SHANTNU INVESTMENTS (INDIA) LIMITED**  
DSC-319, DLF South Court, Saket, New Delhi - 110017  
CIN : U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

**ANNEXURE - 2**

**FORM NO. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	GREATVALUE HOMZ PRIVATE LIMITED
b)	Nature of contracts/arrangements/transaction	Property Taken on Lease
c)	Duration of the contracts/arrangements/transaction	Year to Year basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	60,000
e)	Date of approval by the Board	13th Feb 2016
f)	Amount paid as advances, if any	NIL

Shantnu Investment (India) Ltd. Shantnu Investment (India) Ltd.

*Pragya Agarwal*  
Pragya Agarwal  
Managing Director

Din: 00093526

*Mayank Agarwal*  
Mayank Agarwal  
Director

00949052

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**FINANCIAL YEAR OF THE COMPANY**

The Financial Year of the Company continues to remain 12 months of Financial Year starting with 1st April of every year.

**DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Financial statements are prepared in compliance with the requirements of Companies Act, 2013 and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

**OPPORTUNITY AND THREATS**

The growth of the Company is subject to opportunity and threats as are applicable to the industry in which company operates its business.

**PERFORMANCE REVIEW**

The Country witnessed historic changes in terms of passage of Goods and Services Tax (GST) Act and Demonetization during the year which altered the landscape of the Industry and outlook for the economy. The Company has generated net loss of Rs. 7, 69,921 as compared to the Net Profit of Rs. 6, 74,992 the previous year. Your Directors are continuously looking for the avenues for future growth of the Company in its business operations and necessarily measures are taken by directors to make the Company profitable. Your directors ensure you to the best of their ability that coming years will be boon to the Company as well as you, being stakeholders.

**RISK AND CONCERN**

While risk is an inherent aspect of any business, the Company is conscious of the need to have an effecting monitoring mechanism and has put in place appropriate measures for the same.

**FUTURE OUTLOOK**

In future, the Company is planning to enter into the construction related industry along with existing line of Business. Your directors are very delighted and happy to say that Company has started doing business in relation to construction industry and is expecting good results in the year to come.

**DISCLOSURES**

During the year, the Company has not entered into any transaction of material nature which affects the Financials of the Company.

**CAUTIONARY FORWARD LOOKING STATEMENTS**

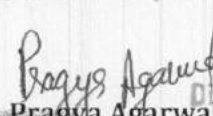
Statements in annual report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute "forward looking statements" within the meaning of applicable laws and regulations. Although the expectations are based on assumptions, the actual results might differ

**By the order of the Board  
For Shantnu Investments (India) Limited**

Place: New Delhi

Date: 4th September 2017

Shantnu Investment (India) Ltd.



Pragya Agarwal  
(Managing Director)  
DIN:-00093526

Shantnu Investment (India) Ltd.



Mayank Agarwal  
(Director)  
DIN:-00949052

NAME : **SHANTNU INVESTMENTS (INDIA) LIMITED**  
 ADDRESS : DSC-319, DLF SOUTH COURT, SAKET  
 NEW DELHI, DELHI-110017  
 DATE OF INCORPORATION : 28/08/1973  
 ASSESSMENT YEAR : 2017-2018  
 PREVIOUS YEAR : 2016-2017  
 STATUS : Limited Company  
 PAN : AABCS9909C

**COMPUTATION OF TOTAL INCOME**

**INCOME FROM BUSINESS/PROFESSION**

Net Profit as per Profit & Loss A/c.	(1,103,437)
<b>Add:- Tax Expenses</b>	
Current Tax	-
Deferred Tax- Liability	-
Income Tax Interest & Exp	24,100
<b>Profit Before Tax</b>	<u>(1,079,337)</u>
Less: Set off Business loss u/s.71	- (1,079,337)
	<u>Gross Total Income (1,079,337)</u>
Less: Admissible Deduction under Chapter VIA	-
Taxable Income	<u>(1,079,337)</u>
R/off	<u>(1,079,340)</u>
Tax Due	-
(*) Tax u/s 115 JB	<u>-</u>
Whichever is higher	-
Add:- E.Cess 3%	-
Less:- Mat Credit	-
Less:- TDS Deducted	<u>2,244</u>
Tax Due	<u>(2,244)</u>
Add:- Interest u/s 234B	-
Add:- Interest u/s 234C	-
Total Tax Due	<u>(2,244)</u>
Less:-Tax Paid u/s 140A	<u>(2,244)</u>
<b>Tax/Refund Due</b>	<u>-</u>

(\*)

**Calculation of MAT u/s 115JB**

Net profit as per Profit & Loss A/c.	(1,103,437)
<b>Add:- Tax Liability</b>	
Current Tax	-
Mat Credit Entitlement	-
Deferred Tax- Liability	-
	<u>(1,103,437)</u>

**MAT @ 18.50%**

**Details of Loss Carried Forward**

Year	Opening Balance	Incurred	Set Off	Closing Balance
2016-17	-	(1,079,340.00)	-	(1,079,340.00)

.for Shantnu Investments  
 Mayank  
 Director

## **INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
**SHANTNU INVESTMENTS (INDIA) LIMITED**

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

We have audited the accompanying financial statements of **Shantnu Investments (India) Limited** which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give true and fair view of the financial position, financial performance and cash flow of the company 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) Rule, 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 true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors 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 thereunder.

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 & perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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



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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- (b) in the case of statement of Profit and Loss, **loss** for the year ended on that date;
- (c) in the case of Cash Flow Statement , cash flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("The Order") issued by the Central Government of India in terms of sub- section (11) of section 143 of the Companies Act 2013. We give in the "**Annexure-A**", a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought & obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- c) The Balance sheet, Statement of Profit and Loss and Cash flow Statement dealt with by this report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014.
- e) In our opinion, there are no adverse observation and comments on the financial transactions of the matters which have an adverse effect on the functioning of the company.
- f) On the basis of written representations received from the directors as on March 31st, 2017, and taken on record by the Board of Directors, none of the director is disqualified as on March 31st, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" and
- h) With respect to the other matters to be included in the Auditors 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:
  - (i) The Company does not have any major pending litigation which could impact its financial position.



- 3
- (ii) The company did not have any long term contract including derivative contracts for which there were any material foreseeable losses.
  - (iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. **Refer Note 4.11** to the Additional Information of the financial statements.

For M. B. Gupta & Co.  
Chartered Accountants  
FRN 006928N



**CA Ankit Agarwal**  
(Partner)  
M.No. 427658

Date: 30.05.2017  
Place: New Delhi

## Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- (i) (a) Provisions of Para 3(i)(a) of the CARO 2016 relating to maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets are not applicable to the company as it does not have any fixed asset during the year under audit.
- (b) Provisions of Para 3(i)(b) of the CARO 2016 relating to physical verification of fixed asset by the management is not applicable to the company as it does not have any fixed asset during the year under audit.
- (c) Provisions of Para 3(i)(c) of the CARO 2016 relating to title deeds of immovable properties are held in the name of the Company is not applicable to the Company as it does not have any immovable properties in the year under Consideration.
- (ii) Provision of Para 3(ii) of the CARO 2016 relating to Maintaining proper records showing full particulars of Inventories are not applicable to company as it does not have any inventory during the year under audit.
- (iii) As the company has not granted any loan, secured or unsecured to the Companies, firms or other parties covered in the register maintained under section 189 of Companies Act 2013. Thus clause 3(iii)(a), (b) of the CARO 2016 are not applicable to the company during the year under audit.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, company is not falling under the threshold limit of companies reporting to maintain Cost Audit prescribed by Central Government under section 148(1) of Companies Act, 2013 during the course under audit.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income-tax, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.  


According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax, cess and other material statutory dues were in arrears as at 31st, March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues including income-tax, service tax, or cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not taken term loan from a non banking financing company and has not made any default in repayment of loans and borrowings during the course under audit.



- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable during the course under audit.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, there is no remuneration paid to managerial personnel, hence provision of Section 197 read with Schedule V of the companies Act 2013 is not applicable to the Company. Accordingly, paragraph 3 (xi) of the Order is not applicable during the course under audit.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable during the course under audit.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable during the course under audit.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act

**Date: 30.05.2017**  
**Place: New Delhi**

**For M. B. Gupta & Co.**  
**Chartered Accountants**  
**FRN No.-006928N**

  
*Ankit Agarwal*  
**(CA Ankit Agarwal)**  
**Partner**  
**M.No-427658**

## Annexure – B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of **Shantnu Investments (India) Limited** ("the company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standard 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting and their operating effectiveness of internal 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 risk of material misstatement of the financial statements, whether due to fraud or error.

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



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

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

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



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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2017, 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.

Date: 30.05.2017  
Place: New Delhi

For M.B. Gupta & Co.  
(Chartered Accountant)  
F.R.No.006928N

  
  
CA Ankit Agarwal  
(Partner)  
M.No. 427658

# SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

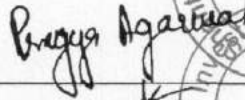

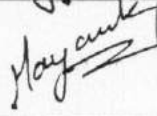

CIN- U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com

## ANNEXURE-X

### FORM A (FOR AUDIT REPORT WITH UNMODIFIED OPINION) ALONG WITH FINANCIAL RESULTS

#### FORM – A (for audit report with unmodified opinion)

1.	Name of the Company	Shantnu Investments (India) Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2017
3.	Type of Audit Observation	Un Modified
4.	Frequency of observation	NA
5.	To be signed by -	
	<ul style="list-style-type: none"><li>• CEO / Managing Director Pragya Agarwal</li></ul>	 
	<ul style="list-style-type: none"><li>• Director Mayank Agarwal</li></ul>	
	<ul style="list-style-type: none"><li>• Auditor of the Company</li></ul>	For M. B. Gupta & Co. Chartered Accountants FRN 006928N   CA Ankit Agarwal (Partner) M.No. 427658

**SHANTNU INVESTMENTS (INDIA) LIMITED**

**BALANCE SHEET AS AT 31/03/2017**

(Amount in INR)

PARTICULARS	Note	Figures as at the end of current Reporting Period	Figures as at the end of Previous Reporting Period
1	2	3	4
<b>(I) EQUITY AND LIABILITIES</b>			
<b>(1) SHARE HOLDERS FUNDS</b>			
SHARE CAPITAL	3.1	2,000,000	500,000
RESERVE & SURPLUS	3.2	(217,637)	2,052,284
MONEY RECEIVED AGAINST SHARE WARRANT		-	-
<b>(2) SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	-
<b>(3) NON-CURRENT LIABILITIES</b>			
(a) LONG TERM BORROWINGS		-	-
(b) DEFFERED TAX LIABILITIES (Net)		-	-
(c) OTHER LONG TERM LIABILITIES		-	-
(d) LONG-TERM PROVISIONS		-	-
<b>(4) CURRENT LIABILITIES</b>			
(a) SHORT TERM BORROWINGS		-	-
(b) TRADE PAYABLES	3.3	1,469,575	1,469,575
(c) OTHER CURRENT LIABILITIES	3.4	130,450	75,298
(d) SHORT TERM PROVISIONS	3.5	23,000	327,067
<b>TOTAL</b>		<b>3,405,388</b>	<b>4,424,224</b>
<b>ASSETS</b>			
<b>(1) NON CURRENT ASSETS</b>			
<b>(a) FIXED ASSETS</b>			
(i) Tangible Assets		-	-
(ii) Intangible Assets		-	-
(iii) Capital Work In Progress		-	-
(iv) Intangible Assets under Development		-	-
Less:- Depreciation		-	-
<b>NET BLOCK</b>		-	-
(b) NON CURRENT-INVESTMENTS		-	-
(c) DEFERRED TAX ASSESTS (Net)	3.6	333,516	-
(d) LONG TERM LOANS AND ADVANCES		-	-
(e) OTHER NON-CURRENT ASSETS		-	-
<b>(2) CURRENT ASSETS</b>			
(a) CURRENT INVESTMENTS		-	-
(b) INVENTORIES		-	-
(c) TRADE RECEIVABLES	3.7	1,521,757	1,521,757
(d) CASH AND CASH EQUIVALENTS	3.8	1,352,423	2,766,921
(e) SHORT TERM LOANS AND ADVANCES		-	-
(f) OTHER CURRENT ASSETS	3.9	197,692	135,546
<b>TOTAL</b>		<b>3,405,388</b>	<b>4,424,224</b>

Notes (3.1 to 3.13) are the Integral Part to the Financial Statements

Date: 30.05.2017

Place: New Delhi

For and behalf on the Board of Directors

Shantnu Investment (India) Ltd.

*Pragya Agarwal*

Pragya Agarwal  
Din No:-00093526  
Managing Director  
58A/4, Sainik Farms,  
New Delhi-110062

Director  
For Shantnu Investments (India) Limited

*Sugandha Khandelwal*  
Company Secretary  
Sugandha Khandelwal  
M No:- 48323  
Company Secretary

For Shantnu Investments (India) Ltd.

*Mayank Agarwal*  
Director

Mayank Agarwal  
Din No:-00949052  
Director  
58A/4, Sainik Farms,  
New Delhi-110062

As per our audit report of  
even date attached herewith  
For M. B. Gupta & Co.  
Chartered Accountants  
FRN No.-006928N



**SHANTNU INVESTMENTS (INDIA) LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31 March, 2017**

(Amount in INR)

PARTICULARS	Note	Figures as at the end of current Reporting Period	Figures as at the end of Previous Reporting Period
<b>INCOME</b>			
I) REVENUE FROM OPERATION	3.10	47,435	2,566,872
II) OTHER INCOME		-	-
<b>III) TOTAL REVENUE ( I + II )</b>		<b>47,435</b>	<b>2,566,872</b>
<b>IV) EXPENDITURE</b>			
COST OF MATERIAL CONSUMED		-	-
PURCHASE OF STOCK-IN-TRADE	3.11	-	1,469,575
CHANGES IN INVENTORIES OF FINISHED GOODS		-	-
WORK-IN-PROGRESS AND STOCK-IN-TRADE		-	-
EMPLOYEES BENEFIT EXPENSES	3.12	90,323	-
FINANCIAL COST		-	-
ADMINISTRATIVE AND OTHER EXPS.	3.13	1,060,549	118,138
<b>TOTAL EXPENDITURE</b>		<b>1,150,872</b>	<b>1,587,713</b>
V) PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & (III - IV)	TAX	(1,103,437)	979,159
VI) EXCEPTIONAL ITEMS		-	-
VII) PROFIT BEFORE EXTRAORDINARY ITEMS & TAX (V - VI)		(1,103,437)	979,159
VIII) EXTRAORDINARY ITEMS		-	-
IX) PROFIT BEFORE TAX (VII-VIII)		(1,103,437)	979,159
X) TAX EXPENSES			
CURRENT TAX		-	304,167
DEFERRED TAX		(333,516)	-
MAT CREDIT		-	-
<b>XI) PROFIT (LOSS) FOR THE PERIOD FROM CONTINUING OPERATION (AFTER TAX) ( IX - X )</b>		<b>(769,921)</b>	<b>674,992</b>
XII) PROFIT (LOSS) FOR THE PERIOD FROM DISCONTINUING OPERATIONS		-	-
XIII) TAX EXPENSE OF DISCONTINUING OPERATION		-	-
XIV) PROFIT (LOSS) FOR THE PERIOD FROM DISCONTINUING OPERATION (AFTER TAX) ( XII - XIII )		-	-
<b>XV) PROFIT (LOSS) FOR THE PERIOD ( XI + XVI )</b>		<b>(769,921)</b>	<b>674,992</b>
<b>VI) EARNING PER EQUITY SHARE</b>			
(a) BASIC		(3.85)	13.50
(b) DILUTED		(3.85)	13.50

Notes (3.1 to 3.13) are the Integral Part to the Financial Statements

Date: 30.05.2017

Place: New Delhi

For and behalf on the Board of Directors

Shantnu Investment (India) Ltd.

Pragya Agarwal

Din No:-00093526

Managing Director

58A/4, Sainik Farms,

New Delhi-110062

Director

For Shantnu Investments (India) Limited

Sugandha Khandelwal

M No:- 48323

Company Secretary

For Shantnu Investments (India) Ltd.

Mayank Agarwal

Din No:-00949052

Director

58A/4, Sainik Farms,

New Delhi-110062

Director

As per our audit report of even date attached herewith For M. B. Gupta & Co. Chartered Accountants FRN No.-006928N



**SHANTANU INVESTMENTS (INDIA) LIMITED****Cash Flow Statement for the Year ended 31st March, 2017***(Amount in INR)*

PARTICULARS	Figures as at the end of current Reporting Period	Figures as at the end of Previous Reporting Period
Net Profit Before Taxation & Extraordinary Items	(1,103,437)	979,159
Adjustment for:-	-	-
Depreciation	-	-
Interest Income	(22,435)	(1,045,115)
Interest Expenses	-	-
Proposed Dividend	-	-
Operating profit Before Working Capital Changes	(1,125,872)	(65,956)
Increase in Sundry Debtors	(62,146)	(1,520,463)
Increase in Long term Loan and advances	-	13,923,144
Decrease in Inventory	-	-
Decrease in Sundry Creditors	(248,915)	1,467,771
Cash Flow from Operating Activities before Income Tax	(1,436,933)	13,804,496
Less: Income tax paid	-	304,167
Less: Corporate Dividend Tax	-	-
Cash Flow from Operating Activities before Extraordinary Item	(1,436,933)	13,500,329
Profit from Sale of Non-Current Investment	-	-
<b>Net Cash Flow from Operation Activity</b>	<b>(1,436,933)</b>	<b>13,500,329</b>
<b>(B) Cash Flow from Investing Activities</b>		
Add:-Decreases In Non-Current Investment	-	-
Add:-Interest Income	22,435	1,045,115
Net Cash Flow from Investing Activities (B)	22,435	1,045,115
<b>(C) Cash Flow from Financing Activities</b>		
Add: Proceeds from Issuance of Share Capital	-	-
Add:- Security Premium	-	-
Less:-Security Premium Paid	-	(10,800,000)
Less:-preference Share Capital Redeemed	-	(1,201,236)
Less:-Repayment of Long Term Borrowings	-	-
Net Cash Flow from Financing Activities (C )	-	(12,001,236)
Net Increase/Decrease in Cash Flow (A+B+C)	(1,414,498)	2,544,208
Add: Opening Balance of Cash & Cash Equivalent	2,766,921	222,713
<b>Closing Balance of Cash &amp; Cash Equivalent</b>	<b>1,352,423</b>	<b>2,766,921</b>

Date: 30.05.2017

Place: New Delhi

For and behalf on the Board of Directors

Shantanu Investment (India) Ltd.

Pragya Agarwal

Pragya Agarwal

Dir.No:-00093526

Managing Director

58A/4, Sainik Farms,

New Delhi-110062

For Shantanu Investments (India) Ltd.


  
 Director

Mayank Agarwal

'00949052

Director

58A/4, Sainik Farms,

New Delhi-110062


  
 Sugandha Khandelwal

Company Secretary

M No:- 48323

Company Secretary

As per our audit report of even date attached herewith

For M. B. Gupta &amp; Co.

Chartered Accountants

FRN No.-006928N



(CA Ankit Agarwal)

Partner

M.No-427658

## **SHANTNU INVESTMENTS (INDIA) LIMITED**

### **Significant accounting policies & Notes to accounts**

#### **1) Corporate Information**

Name:	:	Shantnu Investments (India) Limited
Date of Incorporation	:	28/08/1973
Nature	:	Listed Company
Business	:	Commission Income/Interest Income/Sale & Purchase of Shares/Securities
	:	Trading of Goods

#### **2) Significant accounting policies**

##### **2.1 Basis of accounting and preparation of financial statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **2.2 Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

##### **2.3 Inventories**

Inventory is calculated as the entire direct cost to the business as company is engaged in the business of shares etc. in which company is dealing will be calculated on the basis of AS-13, 'Accounting for Investments' as cost or Market Value whichever is lower.

##### **2.4 Fixed Assets and Depreciation**

Fixed assets are valued as per AS-10, 'Accounting for Fixed Assets', inclusive of all expenditure on the assets upto the period when the assets is put to use. Depreciation will be charged as per AS-6 and WDV method prescribed under scheduled II of Companies Act, 2013.



**2.5 Revenue recognition**

Sale of goods

Sales will be recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

Income from services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenues from maintenance contracts are recognised pro-rata over the period of the contract.

**2.6 Other income**

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

**2.7 Income Tax Accounting**

- a) Tax expenses comprises both current and deferred taxes.
- b) Provision is made for income tax liability, which is likely to arise on the results for the year at the current rate of tax in accordance with the provisions of Income Tax Act, 1961.
- c) Deferred income tax is provided, using the liability method, on all timing differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.
- d) Deferred tax assets are recognised on unabsorbed depreciation and carried forward business loss only to the extent that there is virtual certainty supported by convincing evidence and on others, to the extent that there is reasonable certainty of their realization.
- e) Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date.

Shantnu Investment (India) Ltd.

*Pragya Agarwal*  
**Pragya Agarwal**  
 Director  
 Din No:-00093526  
 Managing Director  
 58A/4, Sainik Farms,  
 New Delhi-110062

.For Shantnu Investments (India) Ltd,

*Mayank*  
**Mayank Agarwal**  
 Director  
 Din No:-'00949052  
 Director  
 58A/4, Sainik Farms,  
 New Delhi-110062

For Shantnu Investments (India) Limited

*Sugandha Khandelwal*  
**Sugandha Khandelwal**  
 Company Secretary  
 M No:- 48323  
 Company Secretary



3) Notes to accounts as on 31st March 2017

Share Capital

Notes - 3.1

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	Amounts (Rs)	No. of shares	Amounts (Rs)
<b>AUTHORISED CAPITAL</b>				
Equity Shares 1,50,000 Shares of Rs.10/-Each	1,150,000	11,500,000	150,000	1,500,000
Preference Shares-10,00,000 Shares of Rs. 10/-Each	-	-	1,000,000	10,000,000
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> (2,00,000 EQUITY SHARES OF RS.10/- EACH FULLY PAID UP)	200,000	2,000,000	50,000	500,000
<b>TOTAL</b>	<b>200,000</b>	<b>2,000,000</b>	<b>50,000</b>	<b>500,000</b>

(a) Reconciliation of no. of shares

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	Amounts (Rs)	No. of shares	Amounts (Rs)
<b>Equity shares</b>				
Opening Balance	50,000	500,000	50,000	500,000
(+) Bonus issue during the period	150,000	1,500,000	-	-
	200,000	2,000,000	50,000	500,000
Less:- Buy back of shares	-	-	-	-
Closing Balance	200,000	2,000,000	50,000	500,000
<b>Grand Total</b>	<b>200,000</b>	<b>2,000,000</b>	<b>50,000</b>	<b>500,000</b>

(b) Rights, preferences and restrictions attached to shares

Shares: The company has two class of Share's i.e. Equity & Preference Shares having a par value of 10 per share. Each Equity Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their Shareholding. There is no restriction on distribution of dividend.

(c) There is no holding company or any company which is subsidiary of a holding company, which has voting power in this company. So there is no disclosure requirement.

(d) Detail of shares held by each shareholder holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of shares	% holding	No. of shares	% holding
<b>Share Type: Equity Shares</b>				
1. Mrs. Akansha Jain	18,000	9.00	4,500	9.00
2. Mr. Dilip Kumar Jain	20,800	10.40	5,200	10.40
3. Mr. Manoj Agarwal	36,000	18.00	9,000	18.00
4. Mr. Mayank Agarwal	20,000	10.00	5,000	10.00
5. Mr. Sachin Agarwal	20,000	10.00	5,000	10.00
Others	85,200	42.60	21,300	42.60
<b>Total</b>	<b>200,000</b>	<b>100.00</b>	<b>50,000</b>	<b>100.00</b>

(e) The company has not issued any share pursuant to any contract(s), without payment being received in cash. However, company during the year under consideration has issued bonus shares in the ratio of 3 shares for on share held from utilization of Capital Redemption Reserve and Surplus in Profit & Loss Account. As well as company didn't made any buy back in the period of five years immediately preceding the balance sheet date.

(f) There is no security or contract which will be convertible in equity or preference shares in the upcoming period, as on 31st Mar, 2017.

(g) There is no calls-in-arrear of any shareholder and director in the company as well as no shares are forfeited.

Shantnu Investment (India) Ltd.

Shantnu Investment (India) Ltd.

For Shantnu Investments (India) Limited

*Pragya Agarwal*  
Pragya Agarwal  
Din No:- '00993526  
Managing Director  
58A/4, Sainik Farms,  
New Delhi-110062

*Mayank*  
Mayank Agarwal  
Din No:- '00949052  
Director  
58A/4, Sainik Farms,  
New Delhi-110062

*Sugandha Khandelwal*  
Sugandha Khandelwal  
M No:- 48323  
Company Secretary



(Amount in INR)

PARTICULARS	Figures as at the end of current Reporting Period	Figures as at the end of Previous Reporting Period
<b>RESERVE &amp; SURPLUS</b>		
<b>General Reserve</b>		
Opening Balance	-	506,438
Add:-During the Year	-	-
Less:-t/d to CRR	-	506,438
Closing Balance	-	-
<b>Securities Premium Account</b>		
Security Premium	-	-
<b>Capital Redemption Reserve</b>		
Opening Balance	1,200,000	1,200,000
Add:-During the Year	-	-
Less:- Issue of Bonus Shares	1,200,000	-
Closing Balance	-	1,200,000
<b>Surplus of Profit &amp; Loss Account</b>		
Opening Balance	852,284	872,090
(+) Net Profit/(Net Loss) For The Current Year	(769,921)	674,992
(-) Appropriations		
- Proposed dividend on Preference shares	-	-
- Dividend Distribution Tax of Preference Shares	-	1,236
- Transfer to CRR	-	693,562
- Issue of Bonus Shares	300,000	-
	<b>(217,637)</b>	<b>852,284</b>
	<b>(217,637)</b>	<b>2,052,284</b>
<b>TRADE PAYABLES</b>		
Trade Payable due to Goods	1,469,575	1,469,575
	<b>1,469,575</b>	<b>1,469,575</b>
<b>OTHER CURRENT LIABILITIES</b>		
<b>Creditors for Expenses</b>		
Gupta & Co.	23,000	61,798
Greatvalue Homz (P) Ltd.	68,950	-
Rajeev Goel & associates	13,500	13,500
<b>Expenses Payable</b>		
Salary Payable	25,000	-
	<b>130,450</b>	<b>75,298</b>
<b>SHORT TERM PROVISIONS</b>		
Audit Fees Payable	23,000	22,900
Provision for Income Tax	-	304,167
Shantnu Investment (India) Ltd.	23,000	327,067

Shantnu Investment (India) Ltd.

For Shantnu Investments (India) Ltd.

For Shantnu Investments (India) Ltd.

*Pragya Agarwal*  
Pragya Agarwal  
Din No:-00093526  
Managing Director  
58A/4, Sainik Farms,  
New Delhi-110062

*Mayank*  
Mayank Agarwal  
Din No:- 00949052  
Director  
58A/4, Sainik Farms,  
New Delhi-110062

*Sugandha Khandelwal*  
Sugandha Khandelwal  
M No:- 48323  
Company Secretary



**DEFERRED TAX ASSETS (NET)**

On Income Tax Loss

333,516

**Notes - 3.6**

-

**333,516**

-

**TRADE RECEIVABLES**

Trade Payable due to Goods

1,521,757

**Notes - 3.7**

1,521,757

**1,521,757****1,521,757****CASH AND CASH EQUIVALENTS**

Cash In Hand

1,144,889

**Notes - 3.8**

930,343

Balance With Scheduled Bank

207,534

1,836,578

**1,352,423****2,766,921****OTHER CURRENT ASSETS**

TDS Receivable

2,244

**Notes - 3.9**

104,127

Prepaid Custodial Fees 2017-18

9,000

-

Prepaid Custodial Fees 2018-19

9,000

-

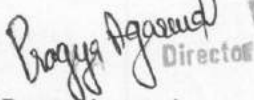
Service Tax Receivable/Deferred Input Service Tax

177,448

31,419

**197,692****135,546**

Shantnu Investment (India) Ltd.


  
Director
**Pragya Agarwal**

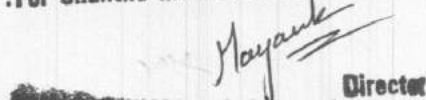
Din No:-00093526

Managing Director

58A/4, Sainik Farms,

New Delhi-110062

Shantnu Investments (India) Ltd.


  
Director
**Mayank Agarwal**

Din No:- 00949052

Director

58A/4, Sainik Farms,

New Delhi-110062

For Shantnu Investments (India) Limited


  
Company Secretary
**Sugandha Khandelwal**

M No:- 48323

Company Secretary



**REVENUE FROM OPERATIONS**

Interest from PNB  
Interest from Loan  
Trading of Goods  
Misc Income

	Notes - 3.10
22,435	3,847
-	1,041,268
-	1,521,757
25,000	-
<b>47,435</b>	<b>2,566,872</b>

**PURCHASE OF STOCK-IN-TRADE**

Purchase of Goods

	Notes - 3.11
-	1,469,575
-	<b>1,469,575</b>

**EMPLOYEE BENEFIT EXPENSES**

Salary, Wages, Ex-Gratia

	Notes - 3.12
90,323	-
<b>90,323</b>	-

**ADMINISTRATIVE & OTHER EXPS.**

Audit Fee  
Bank Charges  
Legal & Professional  
Conveyance Expenses  
Office Running And Maintenance  
Exp.  
Advertisement Exp.  
Listing Expenses  
Late fee on TDS & Service Tax  
Interest on Service Tax & Income Tax  
Tax Expenses  
Swacch Bharat Cess  
Printing & Stationary  
Rent-(DSC 319)

	Notes - 3.13
20,000	20,000
391	1,168
116,090	3,500
6,823	7,525
5,195	5,525
15,800	3,000
4,992	11,060
796,000	-
5,579	1,000
24,100	4,077
-	1,125
5,034	118
546	40
60,000	60,000
<b>1,060,549</b>	<b>118,138</b>

Shantnu Investment (India) Ltd.

*Pragya Agarwal*  
Pragya Agarwal

Director

Din No:-00093526  
Managing Director  
58A/4, Sainik Farms,  
New Delhi-110062

.For Shantnu Investments (India) Ltd,

*Mayank Agarwal*  
Mayank Agarwal

Director

Din No:- 00949052  
Director  
58A/4, Sainik Farms,  
New Delhi-110062

For Shantnu Investments (India) Limited

*Sugandha Khandelwal*  
Sugandha Khandelwal

Company Secretary

M No:- 48323  
Company Secretary

*N.*

4) Other notes to balance sheet

- 4.1) Previous year figures have been regrouped/recast wherever necessary.  
 4.2) Balance sheet is made for the Financial Year starting from 01/04/2016 to 31/03/2017.  
 4.3) There is no expenditure and income in foreign exchange during the period.  
 4.4) There is no contingent liabilities and all known liabilities have been accounted for.

4.5) Disclosure of Related Party Transaction as Required under AS-18:

Name of Company            Greatvalue Homz Pvt.Ltd  
 Nature of Expenses        Rent Paid  
 Nature of Relationship    Key Management Personel having Significant Influence and control.

Particulars	Current Period (Rs)	Previous Period (Rs)
Rent	60000	60000
<b>Total</b>	<b>60000</b>	<b>60000</b>

4.6) Auditors Remuneration

Particulars	Current Period (Rs)	Previous Period (Rs)
Audit Fees	20000	20000
Add:Service Tax	3000	2900
<b>Total</b>	<b>23000</b>	<b>22900</b>

- 4.7) Balance outstanding to parties are unconfirmed balances.  
 4.8) There is no Depreciable Fixed Assets during the period. Hence no depreciation has been provided in the books of accounts.

4.9) Disclosure for Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

Particulars	Figures for current reporting period	Figures for previous reporting period
Net profit as per Profit and Loss	(769,921)	674,992
No of Shares	200,000	50,000
EPS Both Basic and Diluted	(3.85)	13.50

4.10) Accounting for Taxes on Income

Particulars	Current Reporting Period	Previous Reporting Period
A) WDV as per Companies Act, 1956/2013	-	-
B) WDV as per Income Tax Act, 1961	-	-
C) Unabsorbed Depreciation	-	-
D) Unabsorbed Loss	1,079,340	-
<b>Timing Difference on account of Depreciation (a-b-c)</b>	<b>1,079,340</b>	-
<b>Closing Deferred Tax Liability/(Assets) @ 30.9%</b>	<b>333,516</b>	-
Less:-Opening Balance of Deferred Tax Liability/Assets	-	-
<b>Transfer to Statement of Profit &amp; loss account</b>	<b>333,516</b>	-



#### 4.11) Disclosure of Specified Bank Notes

During the year, the Company has specified bank Notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31,2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8,2016 to December 30,2016, the denomination wise SBN's and other notes as per the notification is given below:

Particulars	SBN's	ODN's	Total
<b>Closing Cash on Hand as on 8th Nov 2016</b>	-	9,244	9,244
(+) Non Permitted Receipts	-	-	-
(+) Permitted Receipts	-	1	1
(-) Permitted Payments	-	37	37
(-) Amount Deposited in Banks	-	-	-
<b>Closing Cash on Hand as on 30th Dec 2016</b>	-	<b>9,208</b>	<b>9,208</b>

\* ODN's include Coins held for Denominations below Rs. 10/-

4.12) Other additional information required under schedule III of Companies Act, 2013 have not been given as the same is NIL.

Date: 30.05.2017

Place: New Delhi

Shantnu Investment (India) Ltd.

*Pragya Agarwal*  
Director

Pragya Agarwal  
Din No:-00093526  
Managing Director  
58A/4, Sainik Farms,  
New Delhi-110062

For Shantnu Investments (India) Ltd,

*Mayank Agarwal*  
Director

Mayank Agarwal  
Din No:- 00949052  
Director  
58A/4, Sainik Farms,  
New Delhi-110062

For Shantnu Investments (India) Ltd

*Sugandha Khandelwal*  
Company Secretary  
Sugandha Khandelwal  
M No:- 48323  
Company Secretary

As per our audit report of  
even date attached herewith  
For M. B. Gupta & Co.  
Chartered Accountants  
FRN No.-006928N

*Ankit Agarwal*  
(CA Ankit Agarwal)  
Partner  
M.No-427658



# SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

CIN- U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

## ATTENDANCE SLIP 44<sup>th</sup> Annual General Meeting

Regd. Folio/DP & Client No	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 44<sup>th</sup> Annual General Meeting of the Shareholders of the Company at the DSC-319, DLF South Court, Saket, New Delhi-110017 at 12.00 PM on Saturday the 30<sup>th</sup> September, 2017.

Name of Member/Proxy : -----

Signature of Member/Proxy :-----

Note :

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Members shall produce proper authorization issued in their favour.

# SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

CIN- U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

## PROXY FORM

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

### MGT-11

Name of Member[s]/Proxy \_\_\_\_\_  
Registered Address \_\_\_\_\_  
E-Mail ID \_\_\_\_\_  
Folio No. /Client ID \_\_\_\_\_  
DP ID \_\_\_\_\_

I/We, being the Member[s] holding \_\_\_\_\_ shares of the above-named Company, hereby appoint -

1. Name :	E-mail Id:
Address:	
Signature , or failing him	
2. Name :	E-mail Id:
Address:	
Signature , or failing him	
3. Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the company, to be held on the 30th day of September, 2017 at 12.00 PM at dsc-319,DLF south Court, Saket, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as indicated in the notice of AGM:

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

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

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

# Sanchit Mathur & Company

Chamber No. 211, Namdhari Chambers, Desh Bandhu Gupta  
Road, Karol Bagh, New Delhi-110005  
Phone: (O) 011-47053353, (M) +91-9818103535  
E-Mail- [cssanchitmathur7@gmail.com](mailto:cssanchitmathur7@gmail.com)

FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 2016-17

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

To,  
The Members,  
SHANTNU INVESTMENTS (INDIA) LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shantnu Investments (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Shantnu Investments (India) Limited 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2017, 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:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shantnu Investments (India) Limited ("the Company") for the financial year ended on 31<sup>st</sup> March 2017, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

**Observations:-**

- a) The articles and memorandum of association of the company were not adopted as per Companies Act, 2013, it is advised to adopt AOA and MOA as per the act,
- b) As per Section 91 closure of Register of Members was not advertised by the company
- c) Independent directors were appointed on 30<sup>th</sup> day of May, 2017
- d) Nomination & Remuneration Committee and Audit Committee were formed on 14<sup>th</sup> day of August, 2017

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Observations:-**

- 1) Listing Fees paid with additional fees on 8<sup>th</sup> May, 2017
- 2) Intimation of appointment of Company Secretary was sent after 24 hours to exchange
- 3) Intimation of RTA agreement not sent to Stock exchange
- 4) CFO appointed on 4<sup>th</sup> day of September, 2017
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

**I have also examined compliance with the applicable clauses of the following:**

- (1) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (2) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Ltd. (MSE) Stock Exchange(s),

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

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- I further report that during the audit period the company has given details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

**Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We have not verified the correctness and appropriateness of financial records and books of account of the Company.

*Sanchit*  
**SANCHIT MATHUR & CO.**  
M. No. 47782  
CP No. 17803  
CS SANCHIT MATHUR  
Company Secretary

Date: 08/09/2017

Place: Delhi

CS Sanchit Mathur  
M/s Sanchit Mathur & Co.  
ACS: 47782  
C P No.: 17803

Information of Company during the Financial Year 2016-2017

## DETAILS OF CAPITAL STRUCTURE

Particulars	As on 1/04/2016	Add: Increase in Capital	Less: Reduction in Capital	Date of Passing resolution	Capital as on 31/03/2017
<b>Authorized Capital</b>					
Equity	15,00,000	1,00,00,000		19.09.2016	1,15,00,000
Preference	1,00,00,000	-	1,00,00,000 Cancellation of preference and creation of equity its place	19.09.2016	
<b>Issued Capital</b>	<b>5,00,000</b>	<b>15,00,000</b>	<b>0</b>	<b>19.09.2016</b>	<b>20,00,000</b>
Rights Issue	-	-	-	-	-
Bonus Issue	-	15,00,000	-	19.09.2016	20,00,000
Reduction of capital	-	-	-	-	-

## DETAILS OF DIRECTORS &amp; KMP

(EXISTING AND ANY CHANGE MADE BETWEEN 01/04/2016 TO 31/03/2017)

Name of Director/KMP	DIN & PAN	Residential Address	Date of Appointment/last re-appointment	Designation	Whether liable to retire by rotation	Number of Shares held in the Company and % of shareholding	Date of Cessation
Ms Sugandha Khandelwal	DCJPK4003H	210 Prem Nagar, Bareilly (U.P.)- 243003	02/02/2017	Company Secretary	No	Nil	NA
Mrs. Pragya Agarwal	00093526	58A/4, Sainik Farms, New Delhi- 110062	30/09/2014	Managing Director	Yes	5600	NA

## DETAILS OF AUDITOR

Type of Auditor	Auditor			
	Name of Auditor/Firm Name	Address of the Auditor/Firm	Date of Appointment/Ratification	Tenure for appointment
Statutory Auditor	M.B. Gupta & Co.	R-52, IIIrd Floor, Vikas Marg, Shakarpur, New Delhi-110092	30/09/2016	31/03/2020

## MINUTES

### (a) Board Meeting

Date of Meeting	Date of serving the notice and mode	Place of meeting	Total No. of Directors on the Board on the date of meeting	Leave of absence granted to director	Total number of directors present	Chairman of meeting
30/05/2016	21/05/2016	Registered Office	3	0	3	Manoj Agarwal
09/07/2016	30/06/2016	Registered Office	3	0	3	Manoj Agarwal
13/08/2016	04/08/2016	Registered Office	3	0	3	Manoj Agarwal
25/08/2016	11/08/2016	Registered Office	3	0	3	Manoj Agarwal
03/09/2016	24/08/2016	Registered Office	3	0	3	Manoj Agarwal
19/09/2016	09/09/2016	Registered Office	3	0	3	Manoj Agarwal
24/09/2016	15/09/2016	Registered Office	3	0	3	Manoj Agarwal
14/11/2016	01/11/2016	Registered Office	3	0	3	Manoj Agarwal
02/02/2017	23/01/2017	Registered Office	3	0	3	Manoj Agarwal
14/02/2017	04/02/2017	Registered Office	3	0	3	Manoj Agarwal

(b) Meeting by Circulations

Date of Meeting	Date of Circulation of Draft Minutes	Last Date on which comments received from directors	Date of signing of minutes	Date on which minutes entered in Minutes book
NIL				

(c) Annual/Extra Ordinary General Meeting

Date of Meeting	Date of serving the notice and mode	Place of meeting	Date of submitting report to ROC under Section 121 of the Act	Total number of members on book closure	No. of Members attended the meeting	No of Proxy Attended the meeting	Chairman of the meeting
19/09/2016 EGM	25.08.2016	Registered Office	NA	103	14	0	Manoj Agarwal
30/09/2016 AGM	03.09.2016	Registered Office	NA	103	17	0	Manoj Agarwal

  
**SANCHIT MATHUR & CO.**  
M. No. 47782  
CP No. 17803  
CS SANCHIT MATHUR  
Company Secretary

KEY MANAGERIAL PERSONNEL

Name of Person & PAN	Qualification	Age (as on 1/4/2016)	Designation	Date of Appointment	Date of filing of MR-1 and SRN	Date of filing of MGT-14 and DIR-12 and SRN	No. of Shares held
Ms. Sugandha Khandelwal	Company Secretary	25 Yrs	Company Secretary	02/02/2017	-	08/02/2017 (DIR-12 G35146505 MGT-14 G35146836 )	NIL

  
**SANCHIT MATHUR & CO.**  
 M. No. 47782  
 CP No. 17803  
 CS SANCHIT MATHUR  
 Company Secretary

# SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

CIN- U65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

*Annexure B*

## *Management Representation Letter for Secretarial Audit*

M/s Sanchit Mathur & Co.  
Company Secretaries,  
211, Namdhari Chambers,  
9/54 Deshbandhu Gupta Road,  
Karol Bagh, Delhi-110005

Dear Sir,

This representation letter is provided in connection with your audit of the Secretarial Records maintained under:-

- (a) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and other applicable laws including labour laws like Factories Act,

We the undersigned acknowledge our responsibility for maintaining the Secretarial records referred above and confirm, to the best of our knowledge and belief, the following representations:

### **Company Law**

1. The Company has maintained books of accounts as required under Section 128 of the Companies Act, 2013
2. The Company has complied with all the provisions of the Secretarial Standards.
3. The Company has complied with all the provisions of Companies Act, 2013 relating to Statutory Audit/Internal Audit.
4. No request for transfer or transmission of shares have been received by the Company during the year other than as recorded
5. Statutory Registers were kept open for public inspection during working hours on all working days
6. Notice of Board meetings were duly sent to all the directors.
7. Notes and notes to agenda were duly sent to all the directors.
8. No resolutions were passed by way of circulation during the year under review.
9. Draft Minutes and final minutes were properly sent to all the directors.
10. Company has not obtained any secured loan from any financial institution/banks other than those mentioned in the register of charges.

11. Notice of annual general meeting has been duly sent to all the members, Directors, Statutory Auditor and Secretarial Auditors.
12. No show cause notice has been received by the company under the Acts referred above or any other laws applicable on the Company.
13. We have provided to you all relevant information and have given access to all data and records.
14. There is no pending litigation and claims other than reported in the balance sheet by way of contingent liability.
15. No event other than reported to you specifically has occurred during the year which has a major bearing on the company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.
16. The views of all the dissenting Directors (if any) on important matters have been captured and recorded in the minute.
17. The venue and time of Board meeting was finalized with the consultation of all board members.

**Securities Laws**

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors complaints received by the Company/RTA are recorded on the same date of receipt.
3. The Company has complied with provision of SEBI (LODR) Regulations, 2015.

Date: 04/09/2017  
Place: Delhi

For Shantnu Investments (India) Limited

Shantnu Investment (India) Limited

  
Director

Mayank Agarwal

Director

DIN:00949052