

27TH ANNUAL REPORT

SUPRANEET FINANCE & CONSULTANTS LTD.

FINANCIAL YEAR -2015-16

Supraneet Finance and Consultants Limited

Regd. Office: C-55/2, Wazirpur Industrial Area, Delhi-110 052

Ph.:011-42952500, Fax.: 27377373, E-Mail : info@sfelindia.com

Website: www.sfelindia.com, CIN : L65921DL1989PLC035261

Corporate Information

Board of Director

Mr. Vinod Gupta
Mr. Ajay Kumar Garg
Mr. Deewan Chand
Mr. Balraj Aggarwal
Mrs. Pooja Gupta

REGISTERED OFFICE

C-55/2, Wazirpur Industrial Area,
Delhi-110052

AUDITORS

M/S. SERVA ASSOCIATES
CHARTERED ACCOUNTANTS
FRN-000272N 8/28, 3rd Floor,
W.E.A, Abdul Aziz Marg, Karol
Bagh, New Delhi-110005 Ph.
42502244, 425035608-63 E-mail:
servaassociates@gmail.com

INTERNAL AUDITORS

M/S. R.K MAHA Seth & CO. FRN-022140N
AG-175, Ground Floor, Near Jain Eye Hospital,
Shalimar Bagh, Delhi-110088
Mob-+91-9990896948 E-mail:
ca.ramkumar@rediffmail.com

BANKER

Indian Overseas Bank,
Janpath Branch F-47,
Malhotra Buildings, New
Delhi-110001

RTA AGENT

Alankit Assignment Ltd.
2E/21, Jhandewalan Ext.,
New Delhi-110055 Ph.
41540060-63 E-mail:
rta@alankit.com

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Audit Committee

Mr. Balraj Aggarwal - Chairman

Mr. Deewan Chand – Member

Mr. Ajay Kumar Garg – Member

Nomination and Remuneration Committee

Mr. Balraj Aggarwal - Chairman

Mr. Deewan Chand – Member

Mr. Ajay Kumar Garg – Member

Stock Exchanges

Metropolitan Stock Exchanges India Ltd.

Delhi Stock Exchanges

Jaipur Stock Exchanges

Ahmedabad Stock Exchanges

It is confirmed that annual listing fee for financial year 2016-17 has been paid by the Company to the above Stock Exchanges

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NOTICE

NOTICE is hereby given that the 27th **ANNUAL GENERAL MEETING** of the Shareholders of the **SUPRANEET FINANCE AND CONSULTANTS LIMITED** will be held at the Registered Office of the Company at C-55/2, Wazirpur Industrial Area, Delhi - 110052 on **Saturday, 10th September, 2016 at 11:30 A.M** to transact the following business: -

ORDINARY BUSINESS

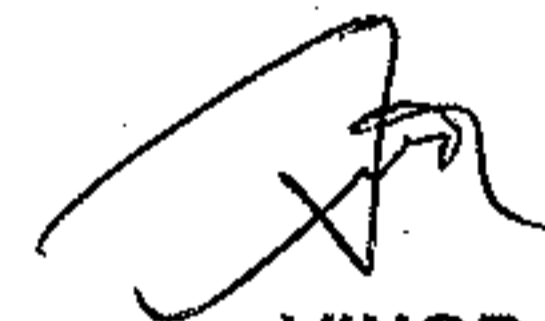
1. To receive, consider and adopt the Audited Financial Statements and Cash Flow Statements for the financial year ended, 31st March, 2016 and the Reports of the Board and Auditors thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

RESOLVED THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, **M/s. Serva Associates, Chartered Accountants (Registration No .000272N)** retiring Auditors of the Company be and are hereby re-appointed as a Statutory Auditor of the Company, to hold the office from the conclusion of this 27th Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.

3. To appoint a Director in place of Mrs. Pooja Gupta (DIN- 00542253) who retires by rotation and being eligible to offers herself for reappointment.

Date:30.05.2016
Place: Delhi

BY ORDER OF THE BOARD
FOR SUPRANEET FINANCE & CONSULTANTS LIMITED



VINOD GUPTA
WHOLE TIME DIRECTOR
(DIN: 00381782)
H-34, Ashok Vihar Phase-1,
Delhi - 110052

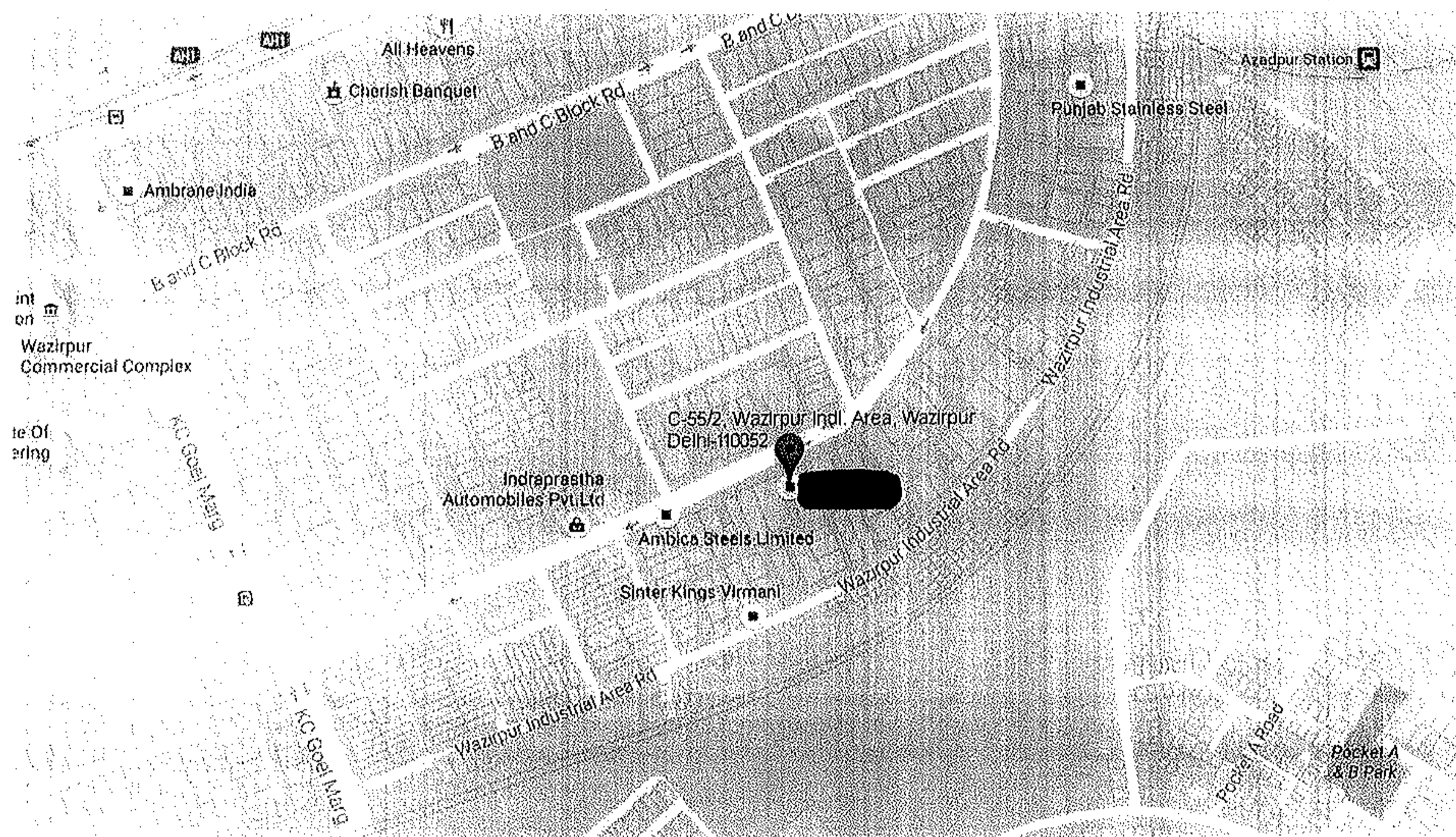
NOTES:

1. **A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.**
2. **Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.**
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of members and shares transfer book shall remain closed from Thursday 1st day of September 2016 to Friday 9th day of September 2016 (both days inclusive)
9. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Depository Participants or the Secretarial Department of the Company immediately.
10. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and

Transfer Agent or the Secretarial Department of the Company at its Registered Office.

12. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
13. 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 business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
14. Members are requested to register/update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Details under Clause 49 of the Listing Agreement with the Stock exchange in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.

Supraneet Finance & Consultants Ltd. Route Map



Form No. MGT-11

Proxy form

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

CIN: L65921DL1989PLC035261

SUPRANEET FINANCE AND CONSULTANTS LIMITED

Registered Office: C-55/2, Wazirpur Industrial Area, Delhi – 110052

Tel: 011-42952500, Fax.:011-27377373; E-mail: companiroc@gmail.com,

info@sfclindia.com Website: www.sfclindia.com

Name of the member(s):

Registered address:

E-mail ID: **Folio No. / DP ID & Client ID:**

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

1. Name : Address :

E-mail Id : Signature : or failing him / her

2. Name : Address :

E-mail Id : Signature : or failing him / her

3. Name : Address :

E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ANNUAL GENERAL MEETING of the Company, to be held on Saturday, 10th day of September, 2016 at 11.30 A.M. at its Regd. Office at C-55/2, Wazirpur Industrial Area, Delhi – 110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Subject matter of the Resolutions	Optional	
		For	Against
Ordinary Business			
1	Adoption of the audited accounts for the year ended 31st March, 2016	OR	
2	Appointment of Auditors	OR	
3	Reappointment of Mrs. Pooja Gupta as Director	OR	
Special Business			
1		SR	
2		SR	

Signed this..... day of..... 2016

Affix Re.1/-
Revenue
Stamp

Signature of the shareholder(s) Signature of the Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to put an 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) before submission.

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BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 27th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

1. PERFORMANCE AND FINANCIAL POSITION

The Company's financial position for the year under review along with previous year figure is given hereunder:

<u>PARTICULARS</u>	<u>2015-2016</u> <u>(Rs. In Lacs)</u>	<u>2014-2015</u> <u>(Rs. In Lacs)</u>
Total Earnings	34.74	32.17
Profit before Depreciation, Interest and Taxation	13.69	17.90
Less: Depreciation	6.74	6.76
Less : Interest	6.17	3.29
Profit/(Loss) for the year	0.78	7.85
Less: Current Tax encl. MAT adjust.	0.24	2.15
Less: Deferred Tax Assets/Liabilities	-0.18	0.26
Profit/(Loss) after Taxation	0.72	5.44

During the year 2015-16, the Company has achieved net profit of Rs. 0.72/- Lacs compared to previous year Rs. 5.44/-Lacs.

We believe, the encouraging initiatives taken by the Government is likely to keep the Indian economy as a sweet spot for domestic and foreign investors and our Company is ready to seize the opportunity for the next leg of growth.

As optimists by nature, we continue to believe in the growth story of India and we are very positive about F.Y. 2017 and the years ahead.

2. DIVIDEND:-

Management wants to retain the profits to enhance the net-worth of the Company, hence no dividend has been recommended for the year under review.

3. RESERVES:-

The Company has transferred Rs. 0.72/-Lac (previous year Rs. 5.44/-Lac) to reserve for the year ended 31st March 2016.

4. SHARE CAPITAL:-

No Share Capital was issued during the year. The Company has not issued any equity shares with differential rights, bonus shares, Sweat Equity Shares, Employee stock options or shares under right issue.

5. DIRECTORS:-

Mrs. Pooja Gupta (**DIN- 00542253**), Director of the Company, retires by rotation at this Annual General Meeting and being eligible, offers herself, for re-appointment. The board recommends her reappointment.

6. KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Sh. Vinod Gupta	Whole Time director (DIN NO – 00381782)
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7. MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments, effecting the financial position of the Company happened between the end of the Financial Year of the Company and date of this Report.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information pursuant to section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as follows:

(A) CONSERVATION OF ENERGY

Your Company is being a Non – Banking Finance Company, its activities are not energy intensive. However, your Company has taken adequate measures for conservation of energy, wherever required.

(B) TECHNOLOGY ABSORPTION

Your Company being a Non-Banking Finance Company, its activities do not require adoption of any specific technology.

(C) FOREIGN EXCHANGE EARNINGS & OUTGO

Total Foreign Exchange Earnings during the year: NIL (P.Y.: NIL)

Total Foreign Exchange Outgo during the year: NIL (P.Y.: NIL)

9. BUSINESS RESPONSIBILITY REPORT

Clause 55 of the Listing Agreement is not applicable to the Company.

10. POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as **Annexure-1**, which forms part of this report.

11. PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES:-

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees falling in the bracket as defined in Rule 5 (2). Hence, no comments are required on it.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure II** which forms part of this report.

12. NUMBER OF MEETINGS OF BOARD

During the year 2015-16, 8 (Eight) Board Meetings were held and 1 (One) Independent Directors meeting was held as required under Schedule IV of Companies Act, 2013 and as per Clause 49 of the Listing Agreement.

13. STATUTORY AUDITORS & AUDITORS REPORT:-

As per Section 139 and other applicable provisions, if any, of the Company Act, 2013, M/s Serva Associates (FRN : 000272N), Chartered Accountants, Auditors of the Company is eligible for re-appointment and will hold office until the conclusion of next Annual General Meeting.

The Company has obtained a Certificate from the Auditors under Rule 4 (1) of **The Companies (Audit and Auditors) Rules, 2014**. They have also issued a Certificate to the effect that they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

The Auditors' Report being self-explanatory required no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2015-16.

14. SECRETARIAL AUDITORS AND THEIR REPORT

M/s. Harvinder Singh & Associates, Company Secretaries, was already appointed as Secretarial Auditor of the Company pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed form MR- 3 is attached as **Annexure III** and forms part of this report.

There are certain observations of the Secretarial Auditor in the Report issued by him for the financial year 2015-16. The Board suitably gives its explanations or comments on every observations of the Secretarial Auditor which are as follows:

1. The Auditor has reported that the Company was not able to appoint the Whole time Company Secretary as per the provision of the Section 203 of the Companies Act, 2013 read with the Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2015-16. The Management has tried many times to appoint a whole Company secretary, now the Management has initiated the process again to appoint the suitable candidate for the position.
2. The Auditor further Reported that the Company has filed the certain (i.e., Form AOC 4, MGT 14, MGT 15 and Form MGT 10.) Forms with ROC beyond the prescribed time under the Companies Act, 2013. However, the Company has duly paid the additional fees for the same. The lapse in filing the form is purely inadvertence without any malafide intention; the management ensures timely compliance of the same in future.

15. FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government.

16. COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

17. CONSOLIDATED FINANCIAL STATEMENTS

In terms of Rule 6 of Companies (Accounts) Rules, 2014, nothing contained in the said rule shall, subject to any other law or regulation, apply for the financial year commencing from the 1st day of April, 2015 and ending on the 31st March, 2016, in case of a Company which does not have a subsidiary or subsidiaries but has one or more associate companies or joint ventures or both, for the consolidation of financial statement in respect of associate companies or joint ventures or both, as the case may be. As the Company does not have any Subsidiary, the accounts have not been consolidated for the FY 2015-16.

18. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has an adequate internal Control system commensurate with the size and scale of its operations.

19. RISK MANAGEMENT POLICY

Your Company recognizes risk management as an integral component of good corporate governance and fundamental in achieving its strategic and operational objectives. It improves decision-making, defines opportunities and mitigates material events that may impact shareholder value.

20. SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

The Company has no subsidiaries or Associates as defined in the Companies Act, 2013.

21. DEPOSITS

The Company has never accepted any deposits as per RBI Guidelines hence Information in respect to deposit during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013 is Nil.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

23. CODE OF CONDUCT

The Company continues to place emphasis on inclusive growth and has adopted a voluntary code of conduct for affirmative action.

24. AUDIT COMMITTEE

The Board of Director has constituted the audit Committee pursuant to relevant provision of the Companies Act, 2013, which consists of following Directors.

- 1) Mr. Balraj Aggrawal :Chairman
- 2) Mr. Ajay Kumar Garg : Member
- 3) Mr. Deewan Chand :Member

25. NOMINATION AND REMUNERATION COMITEE

The Board of Director has nominated and constituted Remuneration Committee pursuant to relevant provision of the Companies Act, 2013, which are the following:

- 1) Mr. Balraj Aggrawal : Chairman
- 2) Mr. Ajay Kumar Garg : Member
- 3) Mr. Deewan Chand :Member

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)COMMITTEE

In terms of Section 135 of the Companies Act, 2013, the Company doesn't fall under the requirements of CSR. So there was no CSR Committee.

27. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on March 31, 2016 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as **Annexure - IV** and forms part of this Report.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Provision of section 186 are not applicable to the Company in view of sub-section 11 of that section. The Company is engaged in the business of providing finance.

29. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Hence, provisions of Section 188 (1) are not applicable. However, as these transactions were in the ordinary course of business and on an arm's length basis, in the opinion of the Board these transactions are justified to be executed.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Your attention is drawn to the Related Party disclosures as provided in the financial statements.

30. VIGIL MECHANISM

Your Company believes in the conduct of its affairs as well as with its various constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. To achieve the above and as part of Vigil Mechanism, your Company has formulated a Whistle Blower Policy in compliance with Companies Act, 2013 and Equity Listing Agreement. There is graded reporting structure under the Policy and also provides provision for direct access to Chairman of Audit Committee. The whistle blower policy is available at website of the Company at www.sfcindia.com.

31. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under clause (c) of sub Section 3 of Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors have submitted disclosure that they meet the criteria of independence as provided under Sec. 149(6) of Companies Act, 2013 and Listing Agreement. A statement by Wholetime Director confirming receipt of this declaration from Independent Directors is annexed to this report as **Annexure V**.

33. INDUSTRIAL RELATIONSHIPS:-

Relations between the Management and the employees at all levels have been cordial and the Directors wish to express their appreciation for the cooperation and dedication of the employees of the Company.

34. LISTING AND LISTING AGREEMENT :-

The equity shares of the Company are listed at Metropolitan Stock Exchange of India Limited, Delhi Stock Exchange, Jaipur Stock Exchange and Ahmedabad Stock Exchange Limited with the sole intent of providing liquidity to the existing Shareholders. The Company has already paid listing fees for the year 2016-2017 to the concerned Stock Exchange.

35. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

36. CORPORATE GOVERNMENT CERTIFICATE

Since our Company's paid up share capital is less than of Rs. 3 crores and net worth is also less than of Rs. 25 crores at any time in the history of Company. Hence Clause 49 of the listing agreement for compliance of corporate governance is not applicable.

37. CHANGES IN CAPITAL STRUCTURE

There is no change in the capital structure of the Company during the financial year 2015-16.

38. RBI GUIDELINES

Your Company has complied with all the applicable regulations prescribed by the Reserve Bank of India from time to time.

39. Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

40. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The disclosure under the sexual harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are not applicable on the Company.

41. ACKNOWLEDGEMENT:-

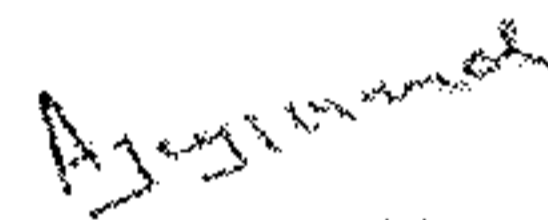
Your Directors place on record their sincere thanks to bankers and various Government Authorities for their continued support extended to your Companies activities during the year under review.

Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For And On Behalf of the Board of Directors
Supranet Finance & Consultants Ltd.



Vinod Gupta
(Director)
DIN: 00381782



Ajay Kumar Garg
(Director)
DIN: 00382981

Place: Delhi
Date: 30.05.2016

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. ROLE OF COMMITTEE

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- b. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- c. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Policy for appointment and removal of Director, KMP and Senior Management

Appointment criteria and qualifications

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

Term / Tenure

a) Managing Director/Whole-time Director:

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

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) on the basis of following criteria:-

- a. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company
- b. Criteria for evaluation of the Individual Directors;
 - i. Experience and ability to contribute to the decision making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

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

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

- b. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- c. Provisions for excess remuneration: If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration to Non- Executive / Independent Directors:

- a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall be in compliance with the applicable provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

2. MEMBERSHIP OF COMMITTEE

- a. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b. Minimum two (2) members shall constitute a quorum for the Committee meetings.
- c. Membership of the Committee shall be disclosed in the Annual Report.
- d. Term of the Committee shall be continued unless terminated by the Board of Directors.

3. CHAIRPERSON

- a. Chairperson of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

4. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

5. COMMITTEE MEMBERS' INTERESTS

- a) The disclosure of Interest and participation in the meetings by a member of the Committee shall be as per the provisions of the Act and Rules made thereunder from time to time.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

6. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

For SUPRANEET FINANCE AND CONSULTANTS LIMITED

Balraj

**BALRAJ AGGAEWAL
CHAIRMAN OF AUDIT COMMITTEE
DIN NO-00409563**

Supraneet Finance and Consultants Limited

Regd. Office: C-55/2, Wazirpur Industrial Area, Delhi-110 052

Ph.:011-42952500, Fax.: 27377373, E-Mail : info@sfcindia.com

Website: www.sfcindia.com, CIN : L65921DL1989PLC035261

Annexure-II

(A) DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 RED WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

a) the ratio of the remuneration of each director to the median remuneration of the employees of the Company for FY 2015-16; the percentage increase in remuneration of each director, chief Financial officer, chief executive officer, company secretary or manager, if any, in FY 2015-16 -

b) the percentage increase in the median remuneration of employees in the financial year 2015-16 -17%

c) the number of permanent employees on the rolls of the Company as on 31st March, 2015-2

d) the explanation on the relationship between average increase in remuneration and Company performance -

The average remuneration of whole time director of the Company during FY 2015-16 Increased by 17 % compared to FY 2014-15. The total employee cost for FY 2015-16 was Rs.6.15 Lacs against Rs. 5.25 Lacs for FY 2014-15. The Company has earned net profit after tax Rs. 0.72 lacs during the FY2015-16 as compared to FY 2014-15Rs. 5.44 lacs.

e) The Company has paid remuneration of the Key Managerial Personnel within the limit of schedule -v of companies Act, 2013.

f) Variations in the Market Capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Variations in the market capitalisation

Market Capitalisation as on 31st March, 2016- NA

Market Capitalisation as on 31st March, 2015-NA

Variation%---NA

Variations in price earnings ratio

Price earnings ratio as on 31st March, 2016-NA

Price earnings ratio as on 31st March, 2015-NA

Variation%---NA

Percentage increase or decrease in the market quotations of the shares in comparison to the rate at which the Company came out with the last public offer

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Website: www.sfcindia.com, CIN : L65921DL1989PLC035261

Last Public offer Price of its Shares by the Company-NA
Market Price of share of the Company as on 31st March, 2016-NA
Percentage Increase----NA

g) Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - N.A.

h) the key parameters for any variable component of remuneration availed by the directors - NA

i) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year -

None of the employees who are not directors, of the Company received remuneration in excess of the highest paid director during the year

J) The remuneration paid is as per the remuneration policy of the Company.

B) DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014- N.A.

Place: Delhi
Date: 30.05.2016



**VINOD GUPTA
WHOLE TIME DIRECTOR
DIN NO - 00381782**



Harvinder Singh & Associates

Company Secretaries

M-2, Sai Bhawan, A-10, Ranjit Nagan
Commercial Complex, New Delhi-110008
Phone No.: 25701301, 25700937
Fax : 25705947, Mob.: 9811380096
E-mail : hsbedi2000@yahoo.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED AS ON 31.03.2016

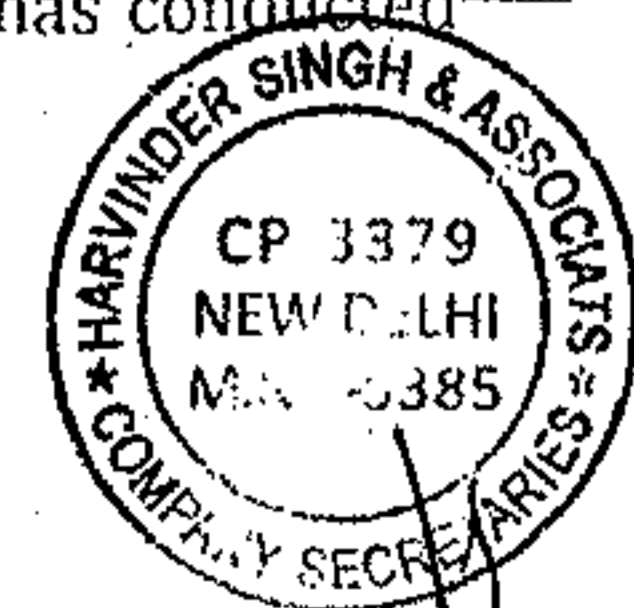
Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Supraneet Finance and Consultants Limited
C-55/2, Wazirpur Industrial Area, Delhi - 110052

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUPRANEET FINANCE AND CONSULTANTS LIMITED** (hereinafter called the company) for the financial year 2015-2016. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We Report that

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Based on our verification of the **SUPRANEET FINANCE AND CONSULTANTS 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31.03.2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Supraneet Finance And Consultants Limited** ("the Company") for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Reserve Bank of India Act, 1934.
- (vii) Indian Stamp Act, 1999.
- (viii) Income Tax Act, 1961 and Indirect Tax Law.
- (ix) Negotiable Instrument Act, 1881.



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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by Company with Delhi Stock Exchange, Jaipur Stock Exchange & Ahmadabad Stock Exchange (s), and Metropolitan Stock Exchange Limited.

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

1. *The Company was not able to appoint the Whole time Company Secretary under the provision of the Section 203 of the Companies Act, 2013 read with the Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2015-16. However, as per the Representation made by the management they are in the process of appointing candidate for the position.*
2. *During the year under review, the Company has filed the following Forms with ROC beyond the prescribed time under the Companies Act, 2013. However, the Company has duly paid the additional fees for the same:*
 - a). *Form AOC 4 regarding the filing of financial Statements and Secretarial Auditor Report for the financial year 2014-2015.*
 - b). *Form ADT 1 regarding the Appointment of the Auditor for the financial year 2015-2016.*
 - c). *Form MGT 15 regarding Report on Annual General Meeting for the Financial Year 2014-2015.*
 - d). *Form MGT 15 regarding Report on Annual General Meeting for the Financial Year 2013-2014.*
 - e). *Form MGT 14 regarding re-appointment of Mr. Deewan Chand and Mr. Balraj Aggarwal as Independent Director of the Company pursuant to Section - 149 of the Companies Act, 2013*
 - f). *Form MGT 10 regarding the changes in shareholding position of promoters of the Company pursuant to Section 93 of the Companies Act, 2013.*
 - g). *Form MGT 10 regarding the changes in shareholding position of Top ten share holder of the Company pursuant to Section 93 of the Companies Act, 2013.*
 - h). *Form MGT 14 regarding Authorisation to Borrow monies under Section 179(3)(d) of the Act.*



- i). Form MGT.14 regarding appointment of Appointment of Internal Auditor and Secretarial Auditor under Section 138 & 203 of the Companies Act, 2013.

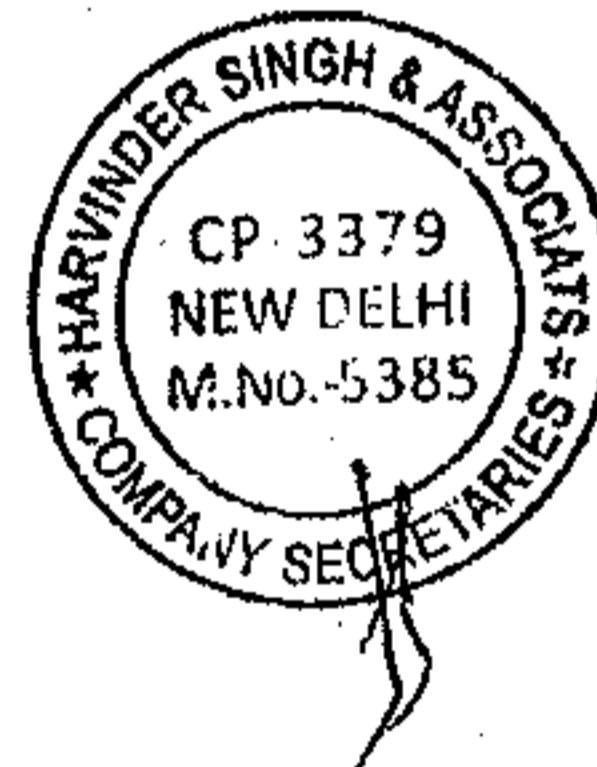
We further Report that

- ❖ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors.
- ❖ Adequate Notices 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.
- ❖ Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.
- ❖ 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.

Further during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of shares/debentures/sweat equity.
2. Redemption of securities
3. Merger/Amalgamation/Reconstruction
4. Foreign Technical Collaborations.

**For HARVINDER SINGH & ASSOCIATES
Company Secretaries**



[Signature]
**HARVINDER SINGH
(PROPRIETOR)
C.P NO. - 3379**

**Place: New Delhi
Date: 30.05.2016**

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65921DL1989PLC035261
ii.	Registration Date	27.02.1989
iii.	Name of the Company	M/s. Supraneet Finance & Consultants Limited
iv.	Category/Sub-Category of the Company	Public Limited
v.	Address of the Registered office and contact details	C-55/2, Wazirpur Industrial Area, Delhi-110 052 Ph. 011-42952500, Fax:011-27377373
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignment Limited Regd. Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055 Ph. 41540060-63

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Lending of money to various Industries (NBFC)	64990	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.					
2.					
3.			NIL		
4.					

2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	-	300200	300200	10.44	-	10000	10000	0.35	- 10.09
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	329020	329020	11.44	-	482520	482520	16.77	5.33
(ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	-	759300	759300	26.39	254200	606700	860900	29.93	3.54
c) Others (Specify)									
Sub-total(B)(2)	-	1388520	1388520	48.27	254200	1099220	1353520	47.05	-1.22
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1477287	1399426	2876713	100%	1758487	1118226	2876713	100%	-

ii. Shareholding of Promoters

Sr. No	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 the company	% of Share Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Surender Pal Gupta	116673	4.06	Nil	125673	4.37	Nil	0.31
2.	Sita Gupta	265977	9.25	Nil	265977	9.25	Nil	-
3.	Gopal Gupta (HUF)	140980	4.90	Nil	140980	4.90	Nil	-
4.	Gopal Swarup Gupta	174728	6.07	Nil	174728	6.07	Nil	-
5.	Sangita Gupta	187694	6.52	Nil	187694	6.52	Nil	-
6.	Vinod Gupta	221714	7.71	Nil	221714	7.71	Nil	-
7.	Gaurav Gupta	13739	0.48	Nil	40739	1.42	Nil	0.94
8.	Varun Gupta	26929	0.94	Nil	26929	0.94	Nil	-
9.	Pooja Gupta	140020	4.87	Nil	140020	4.87	Nil	-
10.	Vinay Goel	110906	3.86	Nil	110906	3.86	Nil	-
11.	Ajay Kr. Garg	87933	3.06	Nil	87933	3.06	Nil	-
12.	Brijesh Kumar	900	0.03	Nil	Nil	Nil	Nil	-0.03
	Total	1488193	51.73	Nil	1523293	52.95	Nil	1.22

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Surender Pal Gupta				
	At the beginning of the year	116673	4.06		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease 1. Received 9000 Shares from M/s. U.K.G. Securities Pvt. through transfer of Shares (15.03.2016)	9000	0.31	125673	4.37
	At the End of the year	125673	4.37	125673	4.37
2.	Gaurav Gupta				
	At the beginning of the year	13739	0.48		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease 1. Received 27000 Shares from M/s. Diwakar Commercial Pvt.Ltd. through transfer of Shares (15.03.2016)	27000	0.94	27000	0.94
	At the End of the year	40739	1.42	40739	1.42
3.	Brijesh Kumar				
	At the beginning of the year	900	0.03		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease 1. Transfer 900 Shares to Mr. Shiromani (15.03.2016)	900	0.03	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and holders of GDRs and ADRs)

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Daya Kishan				
	At the beginning of the year	138800	4.52	138800	4.52
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	138800	4.52	138800	4.52
2.	Mr. Shiromani				
	At the beginning of the year	115400	4.01	115400	4.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	115400	4.01	115400	4.01
3.	Mr. Ashwani Kumar Sood				
	At the beginning of the year	77200	2.68	77200	2.68
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	77200	2.68	77200	2.68
4.	Mr. Sunil Dhawan				
	At the beginning of the year	77200	2.68	77200	2.68
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	77200	2.68	77200	2.68
5.	Ms. Pushpa Devi Jain				
	At the beginning of the year	35200	1.22	35200	1.22
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	35200	1.22	35200	1.22

6.	Mr. Lalit Sharma				
	At the beginning of the year	27000	0.94	27000	0.94
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	27000	0.94	27000	0.94
7.	Mr. Ajay Singhal				
	At the beginning of the year	27000	0.94	27000	0.94
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	27000	0.94	27000	0.94
8.	Sita Ram Arora				
	At the beginning of the year	26100	0.91	26100	0.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	26100	0.91	26100	0.91
9.	Mr. Manish				
	At the beginning of the year	26000	0.90	26000	0.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	26000	0.90	26000	0.90
10.	Ms. Archana Bajpai				
	At the beginning of the year	26000	0.90	26000	0.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	26000	0.90	26000	0.90

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	Name: Vinod Gupta				
	At the beginning of the year	221714	7.71	221714	7.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	221714	7.71	221714	7.71
2.	Name: Ajay Kumar Garg				
	At the beginning of the year	87933	3.06	87933	3.06
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	87933	3.06	87933	3.06
3.	Name: Pooja Gupta				
	At the beginning of the year	140020	4.87	140020	4.87
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	140020	4.87	140020	4.87

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2668052	10671971	-	13340023
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2668052	10671971	-	13340023
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	753180	7012722	-	7765902
Net Change	753180	7012722	-	7765902
Indebtedness at the end of the financial year				
i) Principal Amount	1914872	3659249	-	5574121
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1914872	3659249	-	5574121

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.		Whole Time Director	
2.	Gross salary	Mr. Vinod Gupta	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000	600000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	43800	43800
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
3.	Stock Option	-	-

4.	SweatEquity	-			-
5.	Commission - as%ofprofit - Others, specify...	-			-
6.	Others,pleasespecify	-			-
7.	Total(A)	643800			643800
	Ceiling as per the Act	643800			643800

B. Remuneration to other directors:

Sl. No.	ParticularsofRemuneration	NameofMD/WTD/Manager			Total Amount
	<u>IndependentDirectors</u> - Feeforattendingboard committeemeetings - Commission - Others,pleasespecify				
	Total(1)				
	<u>OtherNon-ExecutiveDirectors</u> - Feeforattendingboard committeemeetings - Commission - Others,pleasespecify			NIL	
	Total(2)				
	Total(B)=(1+2)				
	TotalManagerialRemuneration				
	OverallCeilingaspertheAct				

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particularsof Remuneration	KeyManagerialPersonnel			
		CEO	Company Secretary	CFO	Total
1.	Grosssalary (a)Salaryasper provisions containedin section17(1)of theIncome-tax Act,1961 (b)Valueof perquisitesu/s 17(2)Income-tax Act,1961 (c)Profitsinlieuof salaryundersection				

1.	17(3)Income-tax Act,1961				
2.	StockOption				
3.	SweatEquity				
4.	Commission - as%of profit -others,specify...				
5.	Others,please specify				
6.	Total				

NIL

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

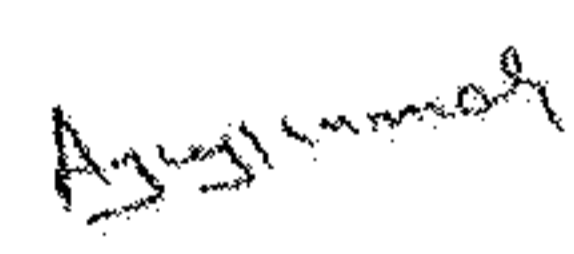
Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

NIL

For SUPRANEET FINANCE AND CONSULTANTS LIMITED



VINOD GUPTA
 WHOLE-TIME DIRECTOR
 DIN NO- 00381782
 H-34, ASHOK VIHAR,
 PHASE-1, DELHI-110052



AJAY KUMAR GARG
 DIRECTOR
 DIN NO-00382981
 1009/67, DEVA RAM PARK,
 TRINAGAR

Supraneet Finance and Consultants Limited

Regd. Office: A-17, Adarsh Nagar, G. T. Karnal Road, Delhi-110 033

Mob.:09811029303, E-Mail : companyroc@gmail.com, info@sfcindia.com

Website: www.sfcindia.com, CIN : L65921DL1989PLC035261

Annexure V

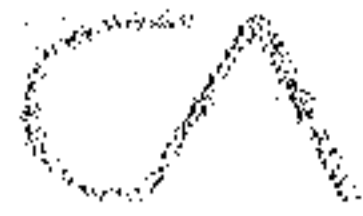
DECLARATION REGARDING RECEIPT OF CERTIFICATE OF INDEPENDENCE FROM ALL INDEPENDENT DIRECTORS NOMINATION AND REMUNERATION POLICY

I hereby confirm that the Company has received from all the independent directors namely Mr. Deewan Chand and Mr. Balraj Aggarwal, a certificate stating their independence as required under section 149 (6) of the Companies Act, 2013

Place: Delhi
Date: 30.05.2016



**VINOD GUPTA
WHOLE TIME DIRECTOR
DIN NO - 00381782**



SERVA ASSOCIATES
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s Supraneet Finance & Consultants Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of M/s Supraneet Finance & Consultants Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year, cash flow statement 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 in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

Opinion

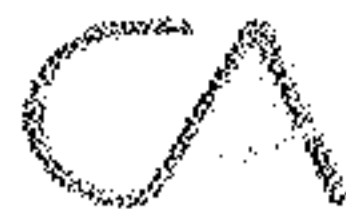
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



Head Office: 8/28, 3rd Floor, W.E.A, Abdul Aziz Marg, Karol Bagh, Delhi 110005 Ph: 011-42502244, 3562

Email: serva.associates@gmail.com Website: www.serva.in

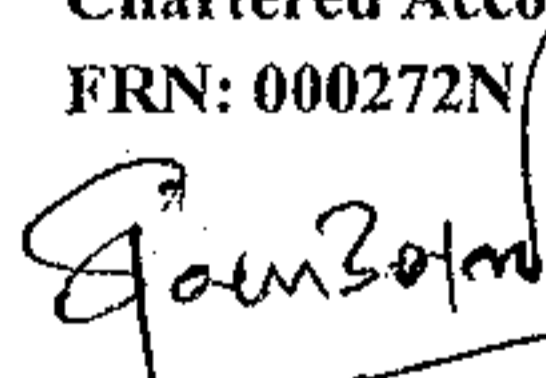
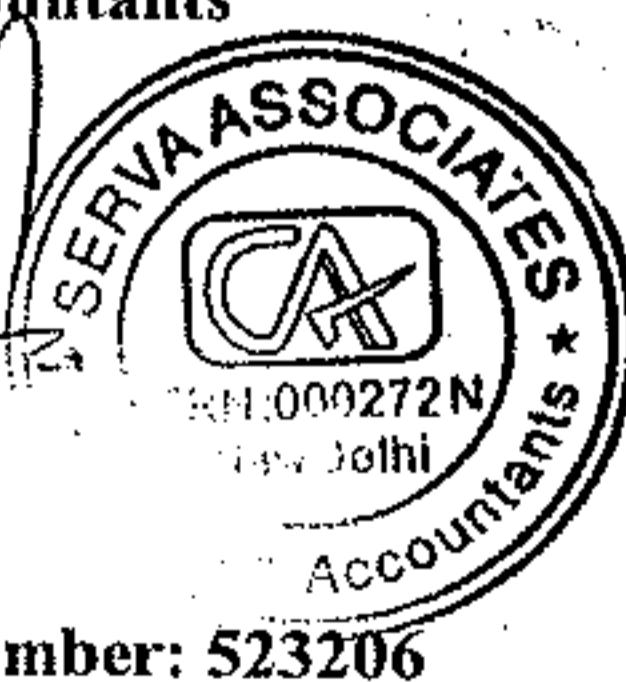


SERVA ASSOCIATES
CHARTERED ACCOUNTANTS

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g. With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - (i) The management has represented that the company does not have any pending litigations and hence no provision/disclosure has been made against the same.
 - (ii) The company had not entered into any long term contracts including derivative contracts.
 - (iii) There were no amount which was required to be transferred to Investor education & Protection fund.

For Serva Associates
Chartered Accountants
FRN: 000272N

Jacky Batra
(Partner)

Membership Number: 523206

Place: Delhi

Date: 30.05.2016

Annexure 'A' to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of Supranet Finance & Consultants Limited on the standalone financial statements for the year ended March 31, 2016, we report that:

- (i)
- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year at regular intervals according to a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
 - (c) Since the company is not in the possession of any immovable property hence this clause is not applicable.
- (ii) The company is a service company. Accordingly, it does not hold any physical inventories. Thus, paragraph (ii) of the order is not applicable to the company.
- (iii) The company has granted loan to 3 body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act')
- (a) In our opinion, the rate of interest and other terms & conditions on which the loans had been granted to the bodies corporate listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the company.
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
 - (iv) 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 and hence para (v) is not applicable.
- (vi) According to the information and explanations given to us, in our opinion the maintenance of cost records have not been prescribed for the company by the Central Government under subsection (1) of section 148 of the Companies Act.
- (vii)
- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Service Tax, Cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax (VAT), cess and other statutory dues were in arrears as at 31st March'2016 for a period of more than six months from the date they become payable.
 - (b) According to the information and explanation given to us, there are no dues of service tax, income tax, cess and other statutory dues, which have not been deposited on account of any dispute.
- (viii) The company has not defaulted in repayment of loan or borrowings taken from financial institution bank. We have been informed that the company did not have any debenture outstanding during the year.



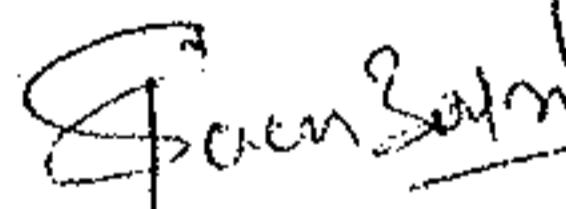


SERVA ASSOCIATES
CHARTERED ACCOUNTANTS

- (ix) The company has not raised any money by way of Initial Public Offer (IPO) or further public offer (including debt instruments). The company has not taken any term loan.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- (xii) The company is not a nidhi company & hence paragraph (xii) of the order is not applicable.
- (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 standard.
- (xiv) According to the information and explanations given 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) The company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the order is not applicable.
- (xvi) The company is registered under section 45-1A of the Reserve Bank of India Act 1934.

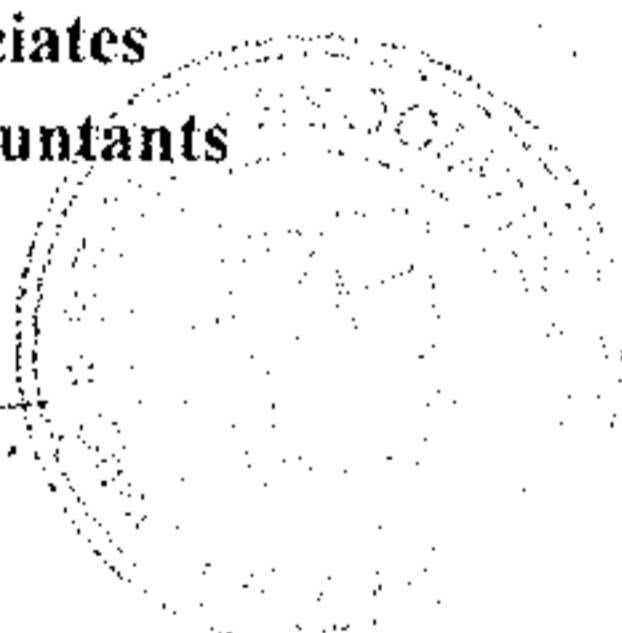
For Serva Associates
Chartered Accountants

FRN: 000272N



Jacky Batra
(Partner)

Membership Number: 523206



Place: Delhi

Date: 30.05.2016

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of M/s Supraneet Finance & Consultants Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

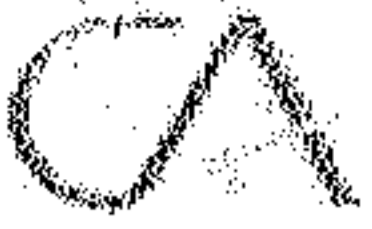
Meaning of Internal Financial Controls over Financial Reporting

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





SERVA ASSOCIATES
CHARTERED ACCOUNTANTS

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For Serva Associates
Chartered Accountants
FRN: 000272N

Jacky Batra
(Partner)
Membership Number: 523206

Place: Delhi
Date: 30.05.2016

Supraneet Finance & Consultants Limited
Balance Sheet as at 31st March, 2016

Particulars	Note No	As at March 31, 2016	As at March 31, 2015
I. Equity and liabilities			
(1) Shareholder's Funds			
(a) Share capital	2	28,767,130	28,767,130
(b) Reserves and surplus	3	6,165,287	6,200,422
(2) Non-current liabilities			
(a) Long term borrowings	4	1,082,458	1,914,872
(3) Current liabilities			
(a) Short term borrowings	5	3,659,249	10,671,971
(b) Other current liabilities	6	957,830	807,075
(c) Short-term provisions	7	149,616	167,419
Total		40,781,570	48,528,889
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
Tangible assets	9	3,425,381	4,152,028
(b) Non-current investments	10	600,000	600,000
(c) Deferred tax assets (net)	11	75,089	56,688
(2) Current assets			
(a) Cash and cash equivalents	12	442,247	171,176
(b) Loan portfolio	13	35,667,898	42,995,684
(c) Other current assets	14	570,955	553,313
Total		40,781,570	48,528,889

Significant Accounting Policies 1
As per our report of even date attached

For Serva Associates
Chartered Accountants
FRN : 000272N



Jacky Batra
(Partner)

Mem. No. 523206

Place: New Delhi

Date: 30.05.2016

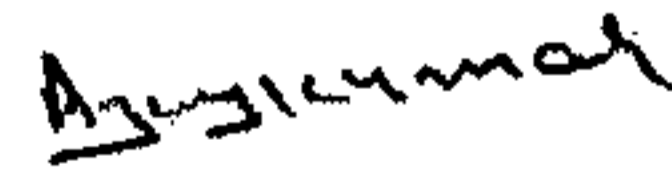
For and on behalf of the Board of
Supraneet Finance & Consultants Limited



Vinod Gupta

(Director)

DIN: 00381782



Ajay Kumar Garg

(Director)

DIN: 00382981

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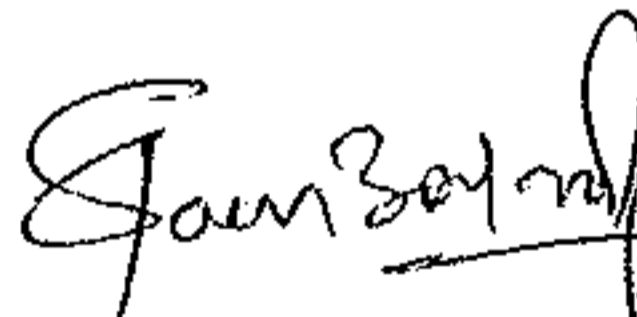

Supraneet Finance & Consultants Limited
Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No	March 31, 2016	March 31, 2015
I. Interest	15	3,464,921	3,214,400
II. Other Income	16	8,962	2,775
Total Revenue		3,473,883	3,217,175
III. Expenses			
Employee benefit expense	17	795,000	765,000
Financial costs	18	617,068	329,266
Depreciation and amortization expense	9	674,127	675,531
Other expenses	19	1,309,337	661,813
Total Expenses		3,395,531	2,431,610
IV. Profit before Tax & Prior Period Items		78,352	785,565
VII. Tax expense:			
(1) Current tax		42,612	167,419
(2) Previous year adjustment		(45,400)	-
(3) Deferred tax asset/(liabilities)		(18,401)	26,194
(4) MAT Credit (Entitlement)/Adjusted		21,671	47,740
VIII. Profit/(Loss) for the period		71,869	544,212
IX. Earning per equity share:			
(1) Basic		0.02	0.19
(2) Diluted		0.02	0.19

Significant Accounting Policies
As per our report of even date attached

1


For Serva Associates
Chartered Accountants
FRN : 000272N

Jacky Batra
(Partner)
Mem. No. 523206
Place: New Delhi
Date: 30.05.2016

For and on behalf of the Board of
Supraneet Finance & Consultants Limited


Vinod Gupta
(Director)
DIN: 00381782


Ajay Kumar Garg
(Director)
DIN: 00382981

Supraneet Finance & Consultants Limited

Cash flow statement for the year ended 31st March, 2016

Particulars	March 31, 2016	March 31, 2015
Net Profit as per Statement of profit & Loss	78,352	785,565
Add:		
Loss on sale of Fixed asset	32,520	-
Depreciation	674,127	675,531
Interest paid	233,940	305,631
Provision on loan portfolio	(107,004)	-
	911,935	1,766,727
Decrease/(Increase) in other current asset	382	(11,050)
Decrease/(Increase) in short term loans & advances	7,327,786	(11,192,961)
Increase/(Decrease) in short term borrowings	(7,012,722)	10,671,971
Increase/(Decrease) in other current liabilities	150,755	77,419
Increase/(Decrease) in short term provisions	107,004	-
Direct taxes paid	(167,714)	(278,715)
Net cash from operating activities (A)	1,317,424	1,033,392
Cash flow from Investing activities		
Sale of asset	20,000	-
Net Cash from investing Activities (B)	20,000	-
Cash flow from Financing activities		
Interest paid (Non NBFC operations)	(233,940)	(305,631)
Proceeds/(Repayment) of loans	(832,414)	(753,180)
Net Cash from financing Activities (C)	(1,066,354)	(1,058,812)
Net increase/decrease in cash and cash equivalents (A+B+C)	271,071	(25,420)
Cash and cash equivalents in the Beginning of the year	171,176	196,596
Closing Cash and cash equivalents in the Closing of the year	442,247	171,176

Significant Accounting Policies

As per our report of even date attached

For Serva Associates
Chartered Accountants

FRN: 000272N

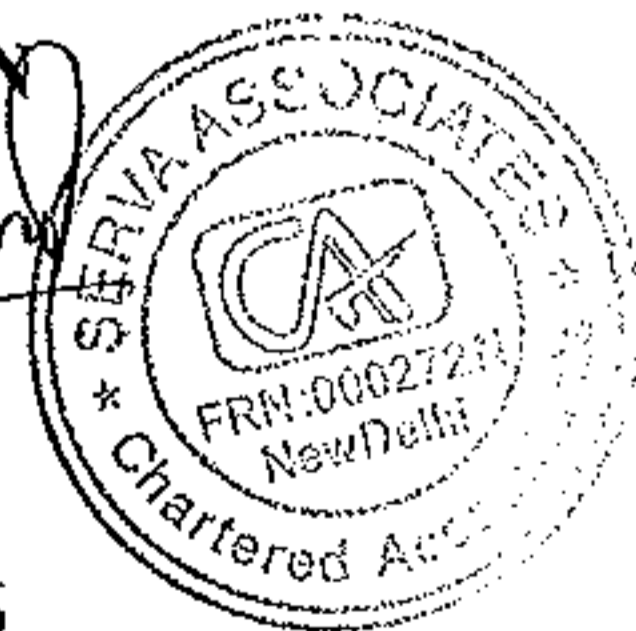
Jacky Batra

(Partner)

M. No. 523206

Place: New Delhi

Date: 30.05.2016



For and on behalf of the Board of
Supraneet Finance & Consultants Limited

Vinod Gupta

(Director)

DIN: 00381782

Ajay Kumar Garg

(Director)

DIN: 00382981

Auditor's Certificate

We have verified the above cash flow statement for the year ended 31st March, 2016 with reference to the audited acc for the year ended on that date and found the same to be in agreement therewith.

Note

1 Significant Accounting Policies

a Basis of Accounting

The financial statements are prepared under the historical cost convention, in accordance with the Indian generally accepted accounting principles (GAAP), accounting standards issued by the institute of chartered accountants of India and the provisions of the Companies Act, 2013. All Income and Expenditure, having a material bearing on the Financial Statements, are recognized on accrual basis.

b Revenue Recognition

(i) Interest on Loan and advances are accounted for on accrual basis.

(ii) Dividend income if any is accounted for on receipt basis.

c Fixed Assets

Fixed Assets of the Company are valued at cost, which include allocation / apportionment of direct and indirect expenses incurred in relation to such Fixed Assets.

d Depreciation

Depreciation on fixed assets is provided on Straight Line Method and revised as per the manner prescribed in Schedule II to the Companies' Act 2013 or as per the provision contained therein. That on account of revision in the life of the asset as per schedule II of companies act 2013, the depreciation on the assets have been calculated while changing the life of the assets with effect from 1st April 2014.

e Investments

Long-term investments are carried at Cost. The diminution in the value of long-term investments, if any, is charged off, only if such a decline is other than temporary in the opinion of the management.

f Expenditure

Expenses are in general accounted on accrual basis and provisions are made for all known losses and liabilities.

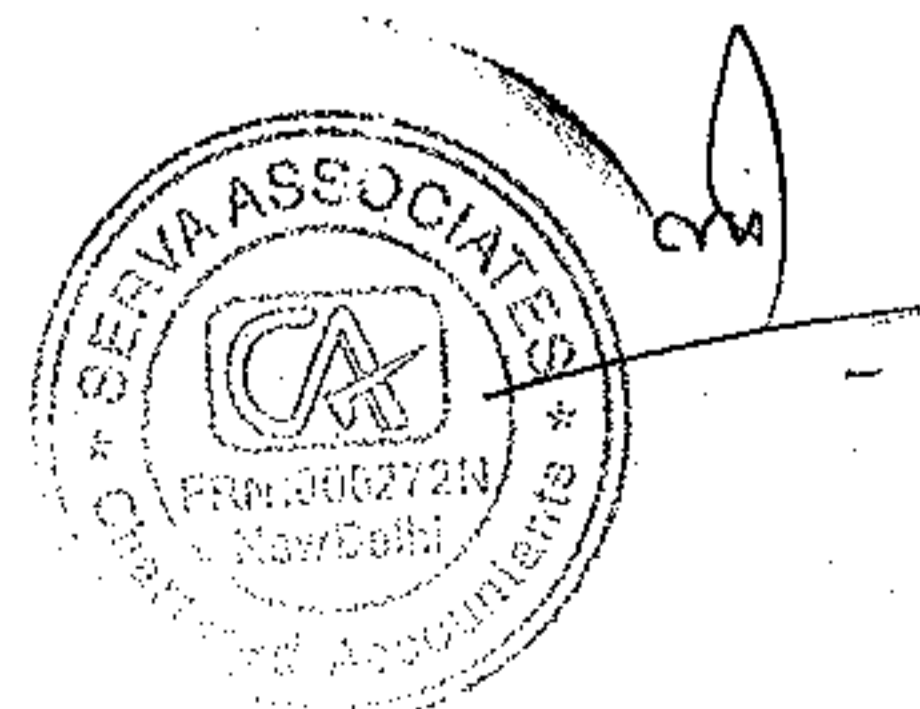
g Taxes on income (Current & Deferred)

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods.

h Component accounting

The company was previously not identifying components of fixed assets separately for depreciation purposes; rather, a single useful life/ depreciation rate was used to depreciate each item of fixed asset. Due to application of Schedule II to the Companies Act, 2013, the company has changed the manner of depreciation for its fixed assets. Now, the company identifies and determines separate useful life for each major component of the fixed asset, if they have useful life that is materially different from that of the remaining asset.

	March 31, 2016	March 31, 2015
2 Share Capital		
a Authorized		
33,00,000 (PY 33,00,000) equity shares of Rs.10/- each	<u>33,000,000</u>	<u>33,000,000</u>
b Issued ,Subscribed & Paidup		
Fully Paid Equity Shares of Rs.10/- each.		
28,76,713 (PY 28,76,713) equity shares of Rs.10/- each	28,767,130	28,767,130
	<u>28,767,130</u>	<u>28,767,130</u>



Note

e Shares held by the shareholders holding more than 5% each :

	No. of Shares	%	No. of Shares	%
i Gopal Swarup Gupta	174,728	6.07	174,728	6.07
ii Sangita Gupta	187,694	6.52	187,694	6.52
iii Vinod Gupta	221,714	7.71	221,714	7.71
iv Sita Gupta	265,977	9.25	265,977	9.25

3 Reserves & Surplus

a) Share Forfeited

Opening Balance	699,250	699,250
Closing Balance	<u>699,250</u>	<u>699,250</u>

b) Surplus

Opening Balance	5,501,172	4,961,446
Less : Depreciation (change in Accounting policy) Refer to note 1(d)	-	4,487
Less: Provision on loan portfolio	107,004	
Add: Net Profit/(Net loss) for the current year	71,869	544,212
Less: Amount transferred to statutory reserve (Created u/s 45IC of RBI Act, 1934)	1,114,608	
Closing Balance	<u>4,351,429</u>	<u>5,501,172</u>

c) Statutory Reserve (Created u/s 45IC of RBI Act, 1934)

Opening balance	-	-
Add: Amount transferred	1,114,608	-
Closing balance	<u>1,114,608</u>	<u>-</u>
Total	6,165,287	6,200,422

4 Long term borrowings
Secured

	March 31, 2016		March 31, 2015	
	Non-Current	Current	Non-Current	Current
Vehicle Loan	1,082,458	832,414	1,914,872	753,180
	<u>1,082,458</u>	<u>832,414</u>	<u>1,914,872</u>	<u>753,180</u>

5 Short term borrowings

Unsecured - Repayable on Demand

Loan from Related Parties	3,299,412	3,156,991
Loan from Others	359,837	7,514,980
	<u>3,659,249</u>	<u>10,671,971</u>

6 Other current liabilities

Current maturities on long term loan	832,414	753,180
TDS payable	37,115	8,154
Expenses payable	88,301	45,741
	<u>957,830</u>	<u>807,075</u>

7 Short term provisions

Provision for income tax	42,612	167,419
Provision for standard asset	107,004	-
TOTAL	<u>149,616</u>	<u>167,419</u>

Note

	March 31, 2016	March 31, 2015
8 Contingent liabilities		
a Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
b Contingent liability in respect of guarantees given by the company and by the bank on behalf of the company	Nil	Nil
c Capital Commitments	Nil	Nil
10 Non current investments		
Investment in fully paid equity Shares - Unquoted Amit Re-Rolling Private Limited 60,000 (PY 60,000) equity shares of Rs.10/- each	600,000	600,000
Total	600,000	600,000
11 Deferred tax asset/(liabilities) (AS - 22)		
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged as per books	75,089	56,688
Deferred tax asset/(liabilities) closing	75,089	56,688
Deferred Tax Asset at the beginning of the year	56,688	82,882
Deferred tax charged to statement of profit & loss	18,401	(26,194)
12 Cash & cash equivalents		
Balance with Banks	388,523	132,675
Cash on hand	53,723	38,500
TOTAL	442,247	171,176
	March 31, 2016	March 31, 2015
13 Loan Portfolio		
Repayable on Demand - Unsecured		
Loans to related parties Body Corporate	35,667,898	42,546,917
Other loans and advances	-	448,767
Total (B)	35,667,898	42,995,684
14 Other current assets		
Income tax refund (A/Y 2009-10)	41,260	41,260
Income tax refund (A/Y 2014-15)	-	178,778
Income tax refund (A/Y 2015-16)	171,750	-
Tax deducted at sources	346,492	321,440
Prepaid expenses	11,453	11,835
	570,955	553,313
15 Revenue from operations		
Interest received	3,464,921	3,214,400
	3,464,921	3,214,400
16 Other income		
Interest on income tax refund	8,962	2,775
	8,962	2,775
17 Employee benefit expense		
Salaries & wages	795,000	765,000
	795,000	765,000
18 Finance costs		
Interest on car loan	233,940	305,631
Interest to others	383,128	23,635
	617,068	329,266



SUPRANET FINANCE & CONSULTANTS LIMITED

FIXED ASSETS (AS PER COMPANIES ACT) FOR THE YEAR 2015-16

Note: 9

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	WDV as on 01-04-2015	Additions During The Year	Sales During The Year	Total as on 31-03-2016	Depreciation as on 01-04-2015	Depreciation During The Year	Deductions During the year	Total Depreciation as on 31-03-2016	WDV as on 31-03-2016	WDV as on 31-03-2015
Furniture & Fixture	37,900	-	-	37,900	37,899	-	-	37,899	1	1
Car	5,260,914	-	-	5,260,914	1,167,661	667,875	-	1,835,536	3,425,378	4,093,253
Computer	62,500	-	-	62,500	62,499	-	-	62,499	1	1
UPS	4,400	-	-	4,400	4,399	-	-	4,399	1	1
Bike	75,979	-	75,979	-	17,207	6,252	23,459	-	-	58,772
Total	5,441,693	-	75,979	5,365,714	1,289,665	674,127	23,459	1,940,333	3,425,381	4,152,028
Previous Year	5,441,693	-	-	5,441,693	609,647	675,531	4,487	1,289,665	4,152,028	4,832,046



Note

19 Other expenses	March 31, 2016	March 31, 2015
Publication expenses	76,157	65,781
Auditor's remuneration		
- As Audit Fees	39,503	38,765
Vehicle running & maintenance	55,527	56,987
Communication & network Charges	70,262	45,095
Bank charges	2,398	404
Filing fees	62,294	19,731
Insurance expenses	85,290	69,641
Legal & professional expenses	82,630	29,215
Listing & depository expenses	437,925	15,506
Loss on sale of fixed assets	32,520	-
Postage & telegram	1,658	1,570
Printing & stationery	16,800	18,400
Rent, electricity & water expenses	314,313	276,000
Demat expenses	20,610	13,482
Connectivity & maintenance charges	11,450	11,236
Total	1,309,337	661,813

20 Provision for outstanding loan portfolio	March 31, 2016	March 31, 2015
Particulars		
Standard Portfolio	35,667,898	42,995,684
Opening provision	-	-
Addition/reversal (net)	107,004	-
Closing provision	107,004	-

Note: Provision has been created for the first time in the current financial year

21 Related Parties (AS - 18)

I) List of related parties with whom transactions have taken place during the year.

- 1) M/s Laxcon Steels Limited (Common Director)
 - 2) M/s Mega Steels Private Limited (Common Director)
 - 3) M/s Parvati Private Limited (Common Director)
 - 4) M/s Kraze Exports Limited (Common Director)
 - 5) M/s GG Projects Private Limited (Common Director)
 - 6) Mr. Vinod Gupta (Director)
- (As certified by the Management)

II) Details of Transactions with Related Parties

Sr. No.	Name of the related party	Opening balance	Loan given	Loan received back	Interest received (net of TDS)	Closing balance
	Loan given					
1	M/s Laxcon Steels Limited	22,008,858	-	1,900,000	2,007,671	22,116,529
		(21,736,148)	(10,000,000)	(12,200,000)	(2,472,710)	(22,008,858)
2	M/s Mega Steels Pvt Ltd	7,514,980	400,000	7,997,448	82,468	-
		-	(7,500,000)	-	(14,980)	(7,514,980)
3	M/s Parvati Private Limited	13,023,079	-	500,000	1,028,290	13,551,369
		-	(13,000,000)	-	(23,079)	(13,023,079)
	** (Amount in bracket represent previous year figures)					



Note

Sr. No.	Name of the related party	Opening balance	Loan taken	Loan repaid	Interest paid (net of TDS)	Closing balance
	Loan taken					
4	M/s Kraze Exports Limited	1,052,330	-	40,000	84,168	1,096,498
		-	(1,050,000)	-	(2,330)	(1,052,330)
5	M/s GG Projects Private Limited	1,603,551	-	70,000	127,663	1,661,214
		-	(1,600,000)	-	(3,551)	(1,603,551)
** (Amount in bracket represent previous year figures)						
	Name of the related party	Relationship	Nature of Transaction	Current Year	Previous Year	
6	Mr. Vinod Gupta	Director	Salary	600,000	510,000	
			Rent	120,000	120,000	
			Medical Reimbursement	15,000	15,000	

22 Details of earning per share (AS - 20)

Net Profit after tax as per statement of profit & loss	71,869	544,212
Weighted average no. of shares	2,876,713	2,876,713
Earning per share	0.02	0.19

23 In the opinion of the Board of Directors, current Assets, Loans & Advances has a Value-on realization at least equal to the amount at which these are stated in the Balance Sheet and are considered good for recovery apart from those for which Adequate provision have been made in the books.

24 As at the Balance Sheet date, the Company did not have any dues outstanding to Small Scale Industrial undertakings exceeding rupees One Lakh in aggregate and Outstanding for a period in excess of thirty days.

25 Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date attached

For Serva Associates

Chartered Accountants

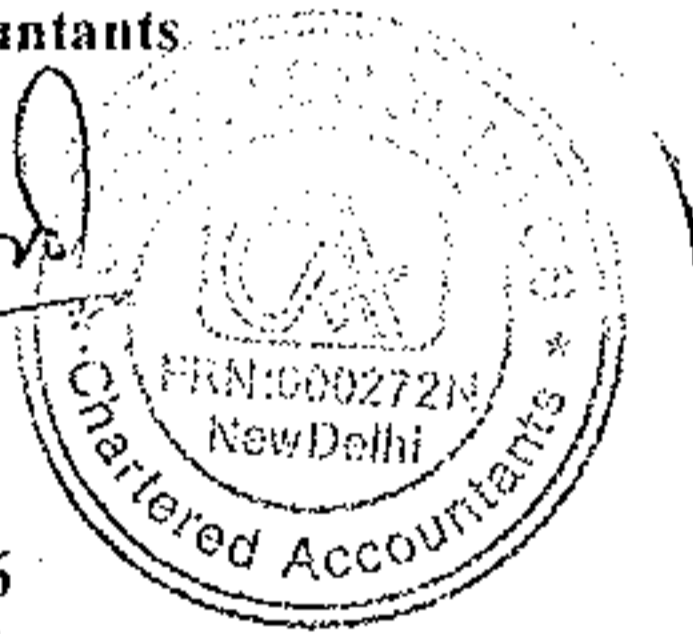
FRN : 000272N

Jacky Batra
(Partner)

Mem. No. 523206

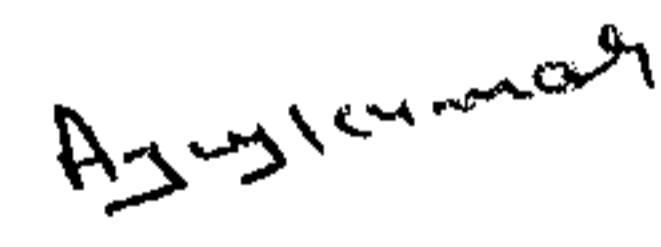
Place: New Delhi

Date: 30.05.2016



For and on behalf of the Board of
Supranect Finance & Consultants Limited


Vinod Gupta
(Director)
DIN: 00381782


Ajay Kumar Garg
(Director)
DIN: 00382981