

INFORMATION MEMORANDUM

OF

**ABHIJIT TRADING
CO LTD**

INFORMATON MEMORANDUM

ABHIJIT TRADING CO LIMITED

(Originally incorporated as Public Limited Company in the Name and Style of “**ABHIJIT TRADING CO LTD**” with the Registrar of Companies, Delhi Vide Certificate of Incorporation dated 3rd December 1982, The Corporate Identification Number of our Company is **L51909DL1982PLC241785**.)



Registered Office : 16/121 – 122 Jain Bhawan, Faiz Road, W.E.A Karol
Bagh, Delhi – 110 005

Telephone : 011 - 23637497

Contact Person : Mr. Vipul Kumar (Company Secretary)

Website : www.abhijittrading.in

E- mail : abhijittrading@gmail.com

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DEFINITIONS AND ABBREVIATIONS

Conventional / General Terms

The terms “ATL”, “the Company”, “our Company”, “Abhijit Trading Co. Limited”, “we” or “us”, “our” or “Company” unless the context otherwise requires, refers to **ABHIJIT TRADING CO LTD**. Any discrepancy in any table between the total and the sums of amount listed are due to rounding off.

Terms	Description
Act	The Companies Act, 1956, The Companies Act, 2013 and the amendments made thereto from time to time
AGM	Annual General Meeting
Articles/Articles of Association	Articles of Association of the Company
Auditors	M/s Sanjeev Gaurav & Associates, Chartered Accountants. The Statutory Auditor of the Company
Bankers to the Company	IDBI Bank
Board of Directors / Board	The Board of Directors of Abhijit Trading Co Ltd
BSE	Bombay Stock Exchange Limited.
Company Secretary / Compliance Officer	Mr. Vipul Kumr
CDSL	Central Depository Services (India) Limited.
DCA	Department of Company Affairs
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended.
Directors	Directors on the Board of Abhijit Trading Co Ltd
DP	Depository Participant
UPSE	Uttar Pradesh Stock Exchange Limited
EGM	Extra - Ordinary General Meeting
EPS	Earnings Per Share
Equity Shares	Fully paid-up shares of Rs. 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
Information	This Information Memorandum, as filed

Memorandum	with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto
Listing Agreement	Listing Agreement entered into with Stock Exchange
MCA	Ministry of Company Affairs
MOA	Memorandum of Association of Abhijit Trading Co Ltd
NSDL	National Securities Depository Limited
NBFC	Non-Banking Finance Company
RBI	Reserve Bank of India
ROC	Registrar of Companies, Delhi
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
SEBI (SAST) Regulations, 2011	“SEBI (SAST) Regulations, 2011 means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with amendments issued subsequent to that date.”
Erstwhile Takeover Regulation	The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and amendments thereto
Transfer Agent / Registrars	Bigshare Services Pvt. Ltd.

Certain Conventions - Use of Market Data

In this Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared in accordance with the Companies Act included elsewhere in this Information Memorandum. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts mentioned are due to rounding off.

In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”. Throughout this information Memorandum, all figures have been expressed in lacs. Unless otherwise stated, all references to “India” contained in this Information Memorandum are to the Republic of India.

Industry data used throughout this Information Memorandum has been obtained from industry publications and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified by the company. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

FORWARD-LOOKING STATEMENTS

We have included statements in this Information Memorandum which contain words or phrases such as “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “project”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Similarly statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others: -

- General economic and business conditions in India and other countries.
- Our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks that have an impact on our business activities or Investments.
- The changes in monetary and fiscal policies of India, inflation, deflation, unanticipated
- Turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices.
- The performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Change in political and social conditions in India
- The Loss or shutdown of operations of our Company at any time due to strike.
- The Loss of our key employees and Staff.
- Our ability to respond to technological changes.

RISK FACTORS

INTERNAL & EXTERNAL

- The Company operates in providing Investment related services purely dependent upon the performance of Financial Service Sector. The Activities of the Company are affected by variety of factors both internally and linked to economic development in India and globally which in turn, also affects global fund flow. Any economic event across the globe can have direct or indirect impact on the Company.
- Our business is vulnerable to interest rate risk. Volatility in interest rate may adversely affect our income from operations and adversely affect our financial performance and profitability.
- The company is dependent upon the expertise of its Promoter and key management for its future performance and the loss of any such person could harm the business adversely.
- Change in Government Policy, Change in interest rate, revision of duty structure, Change in tax law, change in environmental regulation and emission norms etc may have an adverse impact on the profitability of our Company. Due to competitive nature of the market, the cost increase due to these changes may not be passed to the customers.
- Terrorist attack or other act of violence of war, including those involving India, United States, united Kingdom or other countries may adversely affect the Indian and worldwide financial market. These acts may result in loss of business confidence and have other business consequences that could adversely affect our business, result of operation and financial condition. Increased volatility in the financial market can have adverse effect on the economies of India and other countries including economic recession.

PART – I

GENERAL INFORMATION – ABHIJIT TRADING CO. LIMITED

(Incorporated on 03.12.1982 as a Public Limited Company under the Companies Act, 1956 in the name and style of “Abhijit Trading Co Ltd”)

The Corporate Identification Number of Company is **L51909DL1982PLC241785**.

The Equity Shares of the Company i.e. Abhijit Trading Co Ltd shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of listing criteria of BSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for listing through Direct Listing, applicable, to BSE for making the said Information Memorandum available to public through their website viz. www.bseindia.com

Also the Company has made the said Information Memorandum available on its website viz. www.abhijittrading.in

Prohibition by SEBI

Our Company, its Directors, its Promoters, other Companies promoted by the our promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Disclaimer Clause of BSE

As required, a copy of this Information Memorandum is being submitted to BSE Limited. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

This Information Memorandum has been filed with BSE in due compliance.

Listing

The existing equity shares of our Company are listed on the Uttar Pradesh Stock Exchange Limited ("UPSE"). Pursuant to this IM, we propose to list our existing equity shares on BSE Limited ("BSE") under Direct Listing. The Company is submitting this IM with an application to BSE for enlistment and permission to deal in the existing Equity Shares of the Company under Direct Listing Scheme and the same will be available on the website of our Company.

General Disclaimer from the Company

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the

public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Demat Credit

The company has executed agreements with NSDL and CDSL for its securities in demat form. Tripartite agreements have been signed between the company, the registrar and NSDL and CDSL. The ISIN allotted to the company is **INE994N01019**.

Details of PAN & TAN of the Company:

Name of the company	PAN of the company	TAN of the company
ABHIJIT TRADING CO. LTD	AACCA5498B	DELA35836D

In case of any queries / clarifications, the under-mentioned official may be contacted:

Contact Details	
Name & Designation of Contact Person	Mr. Vipul Kumar - Company Secretary & Compliance Officer
Contact No.	011 – 23637497
Email – id	abhijitrading@gmail.com
Statutory Auditors: M/s Sanjeev Gaurav & Associates, Chartered Accountants F-11, Bhagwati Complex, opposite Shah Talkies, Agra Mobile No: 9012317997 E-mail: gauravagarwal2612@gmail.com Contact Person: Gaurav Agarwal	Registrar and Share Transfer Agent: Big Share Services Pvt. Ltd. Address: 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055 Tel No: 8826079891 011- 23522373 Email: bssdelhi@bigshareonline.com Contact Person: Mr. Prem Kumar
Compliance Officer: Mr. Vipul Kumar 16/121 – 122 Jain Bhawan, Faiz Road, W.E.A, Karol Bagh, Delhi – 110 005 Tel No.: 9818940504 E-mail: abhijitrading@gmail.com	Banker to the Company: IDBI Bank Punjabi Bagh, New Delhi - 110026

(Investors can contact the Compliance Officer and Registrar & Share Transfer Agent in case of transfer, transmission, conversion, endorsement, consolidation, splitting of shares, issue of duplicate certificate or any other related problem).

PROFILE AND BRIEF HISTORY

Incorporated as Public Limited Company on 3RD December 1982, under Companies Act, 1956.

Its objective is to provide our clients a large spectrum of financial products and services and it is a key player for providing opportunities in the trading sectors. It is a company with a fresh new approach both in Traditional and Emerging Markets. The Company is led by a Board-of-Directors and Strong Management Team. Abhijit Trading Co Ltd is poised for rapid growth. Unique Experience and insight of its Management allows the company to discover new opportunities and reveal their true potential.

Abhijit Trading Co. Limited utilizes structured finance products to provide cost-effective forms of financing that would not otherwise be readily available to clients, with an emphasis on providing long-term local currency solutions.

This is to confirm that:-

- As on date, our company does not have any outstanding convertible instruments (warrants /FCDs/PCDs) etc. or options or similar instruments, convertible into Equity Shares at a later stage.
- As on December 31, 2014, NIL Equity Shares of our company are under lock in.
- As on 31st December, 2014, the Promoters/Promoter group holds 35000 Equity Shares, constituting 3.50% of the total paid up and voting capital.

VISION	MISSION
To be the most trusted innovation and GAIN expertise in financial business.	To work with honesty and provide fair dealing in all the business transaction. Also, to consciously channelize our resources energy and activities toward building a world that is free of artificialness.

POLICIES:

- NED Policy
- HR Policy

GENERAL INFORMATION –ABHIJIT TRADING CO. LIMITED

ABOUT THE COMPANY

Name of the Company	Abhijit Trading Co Ltd
Changes in Name of the Company	NIL
Corporate Identification No.	L51909DL1982PLC241785
Registered Office	16/121-122, Jain Bhawan, Faiz Road, W.E.A, Karol Bagh, Delhi – 110005
Registration No.	241785
Contact person	Mr. Virendra Jain
Address of ROC	4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019

BOARD OF DIRECTORS

S. No.	NAME OF DIRECTOR	DESIGNATION	DIN
1.	Mr. Virendra Jain	Managing Director	00530078
2.	Ms. Babita Jain	Director	00560562
3.	Mr. Deepu Singh	Director	06786614
4.	Mr. Anil	Director	07041162

CAPITAL STRUCTURE OF THE COMPANY

Details as on the date of this Offer Document	Aggregate Nominal Value (Rs.)
A. Authorised Capital	1,50,00,000
B. Issued, Subscribed & Paid-up Capital	1,46,61,950

Notes to Capital Structure:

- **Changes in the Authorised Capital of the Company since 1st IPO of the Company is as follows:**

Sr. No.	Details of increase in Authorised Share Capital	Date of Resolution
1.	Authorised Capital at the time of incorporation was Rs. 25,00,000/- divided into 2,50,000 equity shares of Rs. 10/- each.	Date of incorporation 03.12.1982
2.	Authorised Share Capital of the Company increased from Rs. 25,00,000/-to Rs. 1,00,00,000.	09.12.2011
3.	Authorised Share Capital of the Company increased from Rs. 1,00,00,000/-to Rs. 1,50,00,000.	25.08.2014

- Details of increase in the paid-up Equity Share capital are as follows:

Date of Allotment	Face Value (Rs.)	Issue Price (Rs.)	No. of Shares	Cumulative No. of shares	Nature of allotment
Incorporation	10	10	700	700	Subscriber
March 1983	10	10	2,48,300	2,49,000	IPO
February 2012	10	10	7,50,000	9,99,000	Preferential Issue
February 2015	10	10	4,67,195	14,66,195	Right Issue

LIST OF TOP 10 SHAREHOLDERS AS ON DATE

S. No	Name of Shareholders	No of Shares	% of total No. of Shares
1	Yuvraj Exports Pvt Ltd	232000	15.82
2	Euro Asia India Corporation Pvt Ltd	160000	10.91
3	Edoptica Developers India Ltd	132000	9.00
4	KDG Properties & Construction Pvt Ltd	132000	9.00
5	Finage Leasing And Finance India Ltd	110000	7.50
6	Micro Land Developers Pvt Ltd	89000	6.07
7	NKS Holdings Pvt Ltd	70000	4.77
8	Priti Jain	65000	4.43
9	Surendra Kumar Jain	65000	4.43
10	Mani Mala Delhi Properties Pvt Ltd	65000	4.43

MANAGEMENT

The details of the board of directors of the company are given below:

Sr. No	Directors		Date of Appointment	% of Share holding as on 30 th Sept, 2015	Other Directorships
1.	Name	Mr. Virendra Jain	09.07.2011	1.36%	<ul style="list-style-type: none"> • KDG Properties And Construction Private Limited • Utsav Securities Private Limited • Jagdish Clothing Company Private Limited • A D S Exim Private Limited • Mekastar Finlease Limited • Shivanand Real Estate Private Limited • Aasheesh Capital Services Private Limited • Shri Niwas Leasing And Finance Limited • Sunrise Soya Products Limited • Euro Asia Laboratories Limited • Nature India Communique Limited • Dewan Motors Investment And Finance Limited. • NKS Holdings Private Limited
	Age	40 Years			
	Designation	Non Independent Director			
	Address	555, Double Story Market, New Rajindra Nagar, New Delhi - 110060			
	Experience	8 -10 years			
	Occupation	Business			
	Qualification	Graduate			
	DIN	00530078			
2.	Name	Ms. Babita Jain	03.02.2014	0.34%	<ul style="list-style-type: none"> • A D S Exim Private Limited • Jagdish Clothing Company Private Limited • Nature India Communique Limited • Utsav Securities Private Limited • Mekastar Finlease Limited • Dewan Motors Investment And Finance Limited. • Shri Niwas Leasing And Finance Limited • Aasheesh Capital Services Private Limited • Sunrise Soya Products Limited • KDG Properties And Construction
	Age	36 Years			
	Designation	Non Independent Director			
	Address	555, Double Storey Market, New Rajendra			

		Nagar, New Delhi – 110060			Private Limited <ul style="list-style-type: none"> • NKS Holdings Private Limited • Shivanand Real Estate Private Limited
	Experience	6-7 years			
	Occupation	Business			
	Qualification	Graduate			
	DIN	00560562			
3.	Name	Mr. Deepu Singh	03.02.2014	0.34%	<ul style="list-style-type: none"> • KDG Properties And Construction Private Limited • Desire Hitech Solutions Limited • Shri Niwas Leasing And Finance Limited • Nature India Communique Limited • Mekastar Finlease Limited • Dewan Motors Investment And Finance Limited. • Sunrise Soya Products Limited • Utsav Securities Private Limited • Aasheesh Capital Services Private Limited • NKS Holdings Private Limited • Shivanand Real Estate Private Limited • Hillridge Investments Limited
	Age	28 years			
	Designation	Independent Director			
	Address	63/12A, Rama Road, Karampura, Ramesh Nagar, H.O. West Delhi - 110015			
	Experience	2-3 years			
	Occupation	Business			
	Qualification	Graduate			
	DIN	06786614			
4.	Name	Mr. Anil	15.12.2014	0.01%	<ul style="list-style-type: none"> • Shri Niwas Leasing And Finance Limited • Sunrise Soya Products Limited • Nature India Communique Limited • Mekastar Finlease Limited • Dewan Motors Investment And Finance Limited.
	Age	35 years			
	Designation	Independent Director			
	Address	114, Dhikanada Bas Rabbudi, Raj Garh, Dist. Churu, Rajasthan – 331001			
	Experience	3-4 years			
	Occupation	Business			
	Qualification	Graduate			
	DIN	07041162			

Brief Profile of Directors

Name	Mr. Virendra Jain
PAN	AAGPJ3319P
Profile	He is having vast and diversified knowledge and experience in the field of Finance, Taxation, Management, etc. He provides his knowledge and support in the management and corporate compliances of the company. He is taking care of the day today affairs of the company.

Name	Ms. Babita Jain
PAN	AGNPJ6077B
Profile	Mrs. Babita Jain is a Qualified Professional having diverse knowledge and vast experience in dealing with corporate affairs of the Company.

Name	Mr. Deepu Singh
PAN	EVNPS1878A
Profile	Well versed with Management and administration of the Company having an experience of around 8 years.

Name	Mr. Anil
PAN	BNYPA3972M
Profile	His knowledge and vast experience both personal and professional will help company to reach its distant destination. He has joined the board recently and is giving his valuable time for the company.

Statement Showing Shareholding Pattern as on - 30.09.2015

Introductory sub-table (I)(a)

Name of the Company: ABHIJIT TRADING CO LIMITED			
Scrip Code, Name of the scrip, class of security: 4697; ABHIJIT TRADING; Equity			
Quarter ended: 30th September, 2015			
Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	1466195	0.00	100.00

Statement Showing Shareholding Pattern

Category Code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(I V)*100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	4	155000	155000	10.57	10.57	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0
(d)	Financial Institution/Banks	0	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0	0
	SubTotal (A)(1)	4	155000	155000	10.57	10.57	0.00	0.00
2	Foreign							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0

(d)	Any Other (specify)	0	0	0	0	0	0	0
	Sub Total (A)(2)	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4	155000	155000	10.57	10.57	0.00	0.00
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	0	0	0	0	0	0	0
(b)	Financial Institution/Banks	0	0	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0`	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0
	Sub Total (B)(1)	0	0	0	0	0	0	0
2	Non Institutions							
(a)	Bodies Corporate	8	990000	990000	67.52	67.52	0	0
(b)	Individuals - i. Individual shareholders holding nominal share capital	696	260695	149500	17.78	17.78	0	0

	up to Rs. 1 lakh.							
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	5	60500	60500	4.13	4.13	0	0
(c)	Any Other (specify)	0	0	0	0	0	0	0
(d)	HUF	0	0	0	0	0	0	0
	Sub-Total (B)(2)	709	1311195	1200000	89.43	89.43	0	0
	Total Public Shareholding (B)= B(1) + B(2)	709	1311195	1200000	89.43	89.43	0	0
	Total (A) + (B)	713	1466195	1355000	100.00	100.00	0	0
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0
(a)	Promoter and Promoter Group	0	0	0	0	0	0	0
(b)	Public	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	713	1466195	1355000	100.00	100.00	0	0

(I)(
b) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (II I) * 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Virendra Jain	20,000	1.36	0	0.00	0.00	0	0.00	0	0.00	0.00
2	Priti Jain	65,000	4.43	0	0.00	0.00	0	0.00	0	0.00	0.00
3	Babita Jain	5,000	0.34	0	0.00	0.00	0	0.00	0	0.00	0.00
4	Surendra Kumar Jain	65,000	4.43	0	0.00	0.00	0	0.00	0	0.00	0.00
TOTAL		155,000	10.57	0	0	0	0	0	0	0	0

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	YUVRAJ EXPORTS PVT. LTD.	232000	15.82	0	0.00	0	0.00	0.00
2	EURO ASIA INDIA CORPORATION PVT LTD	160000	10.91	0	0.00	0	0.00	0.00
3	EDOPTICA DEVELOPERS INDIA LTD	132000	9.00	0	0.00	0	0.00	0.00
4	KDG PROPERTIES & CONSTRUCTION PVT LTD	132000	9.00	0	0.00	0	0.00	0.00
5	FINAGE LEASING & FINANCE LIMITED	110000	7.50	0	0.00	0	0.00	0.00
6	MICRO LAND DEVELOPERS PVT LTD	89000	6.07	0	0.00	0	0.00	0.00
7	NKS HOLDINGS PVT LTD	70000	4.77	0	0.00	0	0.00	0.00
8	MANI MALA DELHI PROPERTIES PVT LTD	65000	4.43	0	0.00	0	0.00	0.00
TOTAL		990,000	67.52	0.00	0.00	0.00	0.00	0.00

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category “Public” and holding more than 5% of the total number of shares of the company

S r. N o.	Name of the shareholder	Number of shares held	Shares as a percent age of total number of shares {i.e., Grand Total (A)+(B) +(C) indicated in Statem ent at para (I)(a) above}	Details of warrants		Details of convertible securities		Total share s (inclu ding under lying share s assum ing full conver sion of warra nts and conver tible secur ities) as a % of dilute d share capit al
				Number of warrants held	As a % total numb er of warra nts of the same class	Number of convertible securities held	% w.r.t total numbe r of convert ible securiti es of the same class	
1	YUVRAJ EXPORTS PVT. LTD.	232000	15.82	0	0.00	0	0.00	0.00
2	EURO ASIA INDIA CORPORATION PVT LTD	160000	10.91	0	0.00	0	0.00	0.00
3	EDOPTICA DEVELOPERS INDIA LTD	132000	9.00	0	0.00	0	0.00	0.00
4	KDG PROPERTIES & CONSTRUCTION PVT LTD	132000	9.00	0	0.00	0	0.00	0.00
5	FINAGE LEASING & FINANCE LIMITED	110000	7.50	0	0.00	0	0.00	0.00
6	MICRO LAND DEVELOPERS PVT LTD	89000	6.07	0	0.00	0	0.00	0.00
TOTAL		855,000	58.31	0.00	0.00	0.00	0.00	0.00

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A		
TOTAL		0	0.00

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A.			
TOTAL		0	0	0.00

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A.			
TOTAL			0	0.00

Statement Showing Shareholding Pattern as on - 30.06.2015

Introductory sub-table (I)(a)

Name of the Company: ABHIJIT TRADING CO LIMITED			
Scrip Code, Name of the scrip, class of security: 4697; ABHIJIT TRADING; Equity			
Quarter ended: 30th June,2015			
Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	1466195	0.00	100.00

Statement Showing Shareholding Pattern

Category Code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VI II)/(IV)* 100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	4	155000	155000	10.57	10.57	0.00	0.00
	Central Government/ State Government(s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0
(d)	Financial Institution/Banks	0	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0	0
	Sub Total (A)(1)	4	155000	155000	10.57	10.57	0.00	0.00
2	Foreign							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0

(c)	Institutions	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0	0	0
	Sub Total (A)(2)	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4	155000	155000	10.57	10.57	0.00	0.00
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	0	0	0	0	0	0	0
(b)	Financial Institution/Banks	0	0	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0
	Sub Total (B)(1)	0	0	0	0	0	0	0
2	Non Institutions							
(a)	Bodies Corporate	8	990000	750000	67.52	67.52	0	0

(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	704	200695	70000	13.69	13.69	0	0.00
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	11	120500	20000	8.22	8.22	0	0.00
(c)	Any Other (specify)	0	0	0	0	0	0	0
(d)	HUF	0	0	0	0	0	0	0
	Sub-Total (B)(2)	723	1311195	840000	89.43	89.43	0	0.00
	Total Public Shareholding (B)= B(1) + B(2)	723	1311195	840000	89.43	89.43	0	0.00
	Total (A) + (B)	727	1466195	995000	100.00	100.00	0	0.00
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0
(a)	Promoter and Promoter Group	0	0	0	0	0	0	0
(b)	Public	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	727	1466195	995000		100.00	0	0.00

(I)(b) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(II I)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Virendra Jain	20,000	1.36	0	0.00	0.00	0	0.00	0	0.00	0.00
2	Priti Jain	65,000	4.43	0	0.00	0.00	0	0.00	0	0.00	0.00
3	Babita Jain	5,000	0.34	0	0.00	0.00	0	0.00	0	0.00	0.00
4	Surendra Kumar Jain	65,000	4.43	0	0.00	0.00	0	0.00	0	0.00	0.00
TOTAL		155,000	10.57	0	0	0	0	0	0	0	0

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	YUVRAJ EXPORTS PVT. LTD.	232000	15.82	0	0.00	0	0.00	0.00
2	EURO ASIA INDIA CORPORATION PVT LTD	160000	10.91	0	0.00	0	0.00	0.00
3	EDOPTICA DEVELOPERS INDIA LTD	132000	9.00	0	0.00	0	0.00	0.00
4	KDG PROPERTIES & CONSTRUCTION PVT LTD	132000	9.00	0	0.00	0	0.00	0.00
5	FINAGE LEASING & FINANCE LIMITED	110000	7.50	0	0.00	0	0.00	0.00
6	MICRO LAND DEVELOPERS PVT LTD	89000	6.07	0	0.00	0	0.00	0.00
7	NKS HOLDINGS PVT LTD	70000	4.77	0	0.00	0	0.00	0.00
8	MANI MALA DELHI PROPERTIES PVT LTD	65000	4.43	0	0.00	0	0.00	0.00
TOTAL		990,000	67.52	0.00	0.00	0.00	0.00	0.00

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

S r. N o.	Name of the shareholder	Number of shares held	Shares as a percent age of total number of shares {i.e., Grand Total (A)+(B) +(C) indicate d in Statem ent at para (I)(a) above}	Details of warrants		Details of convertible securities		Total share s (inclu ding under lying share s assum ing full conve rsion of warra nts and conve rtible secur ities) as a % of dilute d share capit al
				Number of warrants held	As a % total numb er of warra nts of the same class	Number of convertible securities held	% w.r.t total numbe r of convert ible securiti es of the same class	
1	YUVRAJ EXPORTS PVT. LTD.	232000	15.82	0	0.00	0	0.00	0.00
2	EURO ASIA INDIA CORPORATION PVT LTD	160000	10.91	0	0.00	0	0.00	0.00
3	EDOPTICA DEVELOPERS INDIA LTD	132000	9.00	0	0.00	0	0.00	0.00
4	KDG PROPERTIES & CONSTRUCTION PVT LTD	132000	9.00	0	0.00	0	0.00	0.00
5	FINAGE LEASING & FINANCE LIMITED	110000	7.50	0	0.00	0	0.00	0.00
6	MICRO LAND DEVELOPERS PVT LTD	89000	6.07	0	0.00	0	0.00	0.00
TOTAL		855,000	58.31	0.00	0.00	0.00	0.00	0.00

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A		
TOTAL		0	0.00

Statement showing details of Depository Receipts

(II)(a) (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A.			
TOTAL		0	0	0.00

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	N.A.			
TOTAL			0	0.00

Statement of Assets & Liabilities

Particulars	For the Financial Year Ended				
	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
EQUITY & LIABILITIES					
SHAREHOLDER S, FUNDS					
Share Capital	14661950	9990000	9990000	9990000	2490000
Reserve & surplus					
-General Reserve	0	0	0	0	0
-Balance Transferred to Profit & Loss	1113917	70757	19967	(645001)	(290064)
-Securities Premium	67500000	67500000	67500000	67500000	0
-Surplus of profit & Loss Account	(469929)	(537486)	(935065)	(290064)	0
Less: Appropriation	(638008)	(3200)	377612	0	0
Share Application Money	0	0	0	0	0
Non Current Liabilities					
-Long-term borrowings	0	18250	0	0	0
-Unsecured Loan	0	0	0	0	0
Deferred tax liabilities	9053	0	0	0	0
Current Liabilities					
Trade Payable	1731067	0	0	0	0
-Other Current Liabilities	107095	15233	33483	492857	390848
-Short Term Provision	1064261	13490	0	0	0
TOTAL	85079406	77067044	76985997	77047792	2590784
ASSETS					
A. Fixed Assets					
i. Tangible Assets	159640	0			
-Non Current Investments	0	74800000	74800000	74800000	0

-Long Term Loans & advances	142337	2131211	2021940	0	1905000
Current Assets					
Inventories	82554283	0	0	0	0
Trade Receivable	44661	0	0	0	0
Cash & Cash Equivalent	2157942	135833	164057	2247792	685784
Loans & Advances	20543	0	0	0	0
TOTAL	85079406	77067044	76985997	77047792	2590784

Summary Statement of Profit & Loss Account

Particulars					
	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Income					
Sales(Shares)	869	0	0	0	0
Sale of Commodity	25548605	0	0	0	0
Sale of Futures	612140353	0	0	0	0
Interest on Loan	191232	182781	18740	0	0
Other Income	2680675	0	145700	0	16390
Total	640561734	182781	164440	0	16390
Expenditure:					
Cost of trading of goods	719635914	0	0	0	0
Change in Inventories	(82554283)	0	0	0	0
Depreciation & Amortisation Expenses	13635	0	0	0	0
Employee Benefit	118492	0	0	0	0
Other Expenses	1927668	112024	147673	253209	35266
Total	639141426	112024	147673	253209	35266
Net Profit Before Interest, Depreciation, Tax and Extra-ordinary Items	1420307	70757	16767	(253209)	(18876)
Interest & Financial Charges	0	0	0	0	0
Profit After Depreciation and Interest	1420307	70757	16767	(253209)	(18876)
Current Tax	379928	0	(3200)	0	(377612)
Tax paid for Earlier Year	(6894)	0	0	(391792)	0
MAT Credit	(75697)	0	0	0	0
Deferred Tax	9053	0	0	0	0
Less: Short & excess A/c	0	0	0	0	0
Profit/Loss after Tax but before Extraordinary Items	1113917	70757	19967	(645001))	(396488)
Profit/Loss after Extra-ordinary Items	1113917	70757	19967	(645001)	(396488)
Add: Balance brought forward from last year	0	0	0	0	0

CASH FLOW STATEMENT (IN Rs.)

Particulars	For the Financial Year Ended				
	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
CASH FLOWS FROM OPERATING ACTIVITIES					
Net Profit Before Tax And Extraordinary Items	1420307	70757	16767	(253209)	(18876)
Adjusted for:					
Depreciation	13635	0	0	0	0
Adjustments For :					
Decrease In Current Assets	0	0	0	0	216257
Increase in Current Assets	(82669437)	0	0	0	0
Increase In Current Liability	1877629	0	0	102009	355422
Decrease In other Current Liabilities		0	(81762)	0	0
Direct Tax Paid	(14971)	(3200)	0	(391792)	(377612)
Net Cash From Operating Activities	(79372837)	67557	(64995)	(542992)	175191
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase/Sale OF Investment	74800000	0	0	(74800000)	0
Fixed Assets Purchased	(173275)	0	0	0	0
Net Cash Used In Investment Activites	74626725	0	0	(74800000)	0
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceed from issue of share capital	0	0	0	75000000	0
Loans & Advances	2096271	(95781)	(2018740)	0	0
Short Term Borrowings	0	0	0	0	0
Repayment of Unsecured Loan	0	0	0	0	(4000)
Receipt against share application money paid	4671950	0	0	1905000	0
Net Cash From In Financing Activities	6768221	(95781)	(2018740)	76905000	(4000)
NET INCREASE IN CASH AND CASH EQUIVALENTS	2022109	(28224)	(2083735)	1562008	171191
CASH & CASH EQUIVALENTS (Opening Balance)	135833	164057	2247792	685784	514593
CASH & CASH EQUIVALENTS (Closing Balance)	2157942	135833	164057	2247792	685784

PART II

Major events in the History of the Company

Year	Event
1983	1st IPO of the Company
2012	Preferential Allotment
2015	Right Issue

Details of Holding and Subsidiary Company

The Company does not have any Holding and subsidiary company

MAIN OBJECTS OF THE COMPANY

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE

1. To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, indenters, brokers, agents, assembler, packers, stockiest, distributors and dealers of and in all kinds of Industrial and other gases, Alcohol, Wines & Beverages, edible and non-edible oils and facts, consumer goods, house-hold goods, hardware & stores, plant & machinery, stores, spare parts and accessories, commercial, natural and man-made fibers, textiles of all kinds, all types of yarn, jute and jute products, cement, chemicals, building materials, vehicles, vehicle parts, automobile parts, machine parts industrial components, plastics, and electronic parts & devices, bullion, precious stones, work of art, antique, curios jewellery and ornaments and in all kinds of machinery, accessories and other things required in connection therewith.
2. To carry on all or any of the business of financiers of industrial, commercial and other enterprises and general financiers: film financiers, producers and distributors and exhibitors, money-lenders sahuakars, trustees, real estate owners, land lords/real estate agents, builders, underwriters, guarantors, hire-purchase dealers, investors, promoters, brokers and dealers of and in shares, stock, debentures, securities, bonds, obligations, claims, licenses and charges, land buildings, houses, easements, negotiable instruments, decrees, book-debts, patents, factories, mines, industrial undertaking, business concerns, warehouses property and rights of all kinds, agricultural land, farms, gardens, flats, showroom, offices, residential units, shops and godowns, business of insurance agents, trust company, safe deposit company and such other business and acts required connection therewith and to receive on deposit or borrow and raise money provided that the company shall not carry on the business of Banking as defined under the Banking Regulation Act.
3. To, Buy, Sell, Transfer, Pledge, Hypothecate, deal in and dispose of any Stock, Bonds, Debentures, whether perpetual, Redeemable Debenture, Stocks, Units, Securities, including Securities of any Govt. and Local Authority.
4. To provide a complete range of Financial Services like Investment Planning, Estate Planning, Tax Planning, Portfolio Management Consultancy And Counseling Services and to give consultancy and deal with the grievances of the Investors.
5. To acquire, and deal in, Shares, Stocks, Debentures, Debenture Stock, Bonds, Certificates, Obligations or Securities of any other company including securities of any Government. Local Authority by Original Subscription, Participation in Syndicates Tender, Purchase, Exchange or otherwise and to subscribe for the same or to guarantee the Subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
6. To purchase, sell and deals in commodities/ currency on all exchanges e.g. BSE, NSE, MCX etc.

SWOT Analysis

INTERNAL STRENGTHS 1. High Employee morale 2. Quick response to industries 3. No red tapsum 4. Company has sufficient Reserves.	WEAKNESSES 1. No global presence. 2. Fail to utilize our reserves.
EXTERNAL OPPORTUNITIES 1. favorable Govt. Policies help Our business sector in expanding, with many future opportunities for success. 2. Government wants to encourage businesses. 3. Industrial growth expected to increase New opportunities in personal finance, 4. Securitization, to liberate funds to fuel asset growth	THREATS 1. A small change in the focus of a large competitor might wipe out any market position we achieve. 2. Economic slowdown may affect profitability 3. Through highly prevailing in the market remain the main risk faced by the company for investment activity.

MAJOR PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLE	DESCRIPTION
SHARE CAPITAL	
3	<p>The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the company.</p> <p>a) the Company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amounts as may be specified in the resolution.</p> <p>b) Company may by ordinary resolution alter the share capital clause in memorandum in order to undertake any of the activities listed in Section 61(1) (b) to (e) of the Act.</p>
ISSUE OF ALLOTMENT OF SHARES	
4	<p>Subject to the provisions of the Act the shares shall be under the control of the Board of Directors, who may allot or otherwise, dispose of the same to such persons, on such terms and conditions and either at a premium or at par and at such times, as the Directors think fit and with full power to give any person the call of any shares either at par or at premium during such time and for such consideration as the Directors think fit. Provide that option or right to allot shares shall not be given to any person or persons except with the sanction of the company in General Meeting.</p> <p>The company may issue shares in accordance with the provisions contained in Section 62 of the Act and the Rules thereunder.</p>
5	Subject to the provisions a Section 55 of the Act, the Company may issue preference shares which are or at the option of the company liable to the redeemed.
6	If by the conditions of issue and allotment of any shares the whole or part of the amount or issue price thereof shall be payable as installments. Every such installment shall, when due, be the registered holder of the shares or legal representative.
7	The company may make arrangements for the issue of shares with a difference between the share holders of different classes in the amounts and times of the payments of calls on their shares.
8	Save as herein otherwise provided, the company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as order by a court of competent jurisdiction or as by the statute required be bound to recognize any equitable, contingent, or other claim to or interest in such share on the part of any person.
CERTIFICATE OF SHARES	
13	The Certificate of title to the Shares shall be issued in accordance with the Companies (Share Capital & Debentures) Rules, 2014 under the Common Seal of the Company which shall be affixed in the presence of any two of the Directors or Managing Director or persons acting on behalf of the Directors under a duly registered power of Attorney, and the Company Secretary, if any, or some other person appointed by the Board in this behalf. Any two of the

	Directors or Managing Director or their Attorney and the Company Secretary or the person so appointed by the Board of Directors shall sign the Share Certificates.
14	The Company shall within TWO months after allotment of any of its shares or within SIX months after allotment of any of its debentures or debenture stocks and within one month after the application for registration or transfer of any such shares, debentures or debenture stocks complete and have ready for delivery their certificates of all shares, debentures or debenture stock so allotted or transferred unless the conditions of issue of shares, debentures or debenture stock otherwise provide.
15	If any certificate is worn out or defaced, then upon production thereof to the Board of Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Board of Directors and on such indemnity as the directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
16	Share/ debenture certificates shall be issued in marketable lots and where share/ debenture certificates are issued for either more or less than marketable lots, split/ consolidation into marketable lots shall be done free of charge. No fees shall be charged for issue of new share/ debenture certificates in replacement of those which are old, decrepit, worn out or where the space on the reverse for recording transfers have been fully utilized.
MODIFICATIONS OF RIGHTS	
66	The rights attached to each class of shares (unless otherwise provided by terms of the issue of the shares of the class) may, subject to the provision of Section 48 of the Act be varied with the consent in writing of the holders of not less than three fourths or the issued shares of that class or with the sanction of special resolution passed at a separate meeting of the holders of the issued shares of that class. To every such meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply except that the necessary quorum shall be two persons at least holding or representing by proxy one tenth of the issued shares of that class.
BORROWING POWERS	
67	The Board may, from time to time at its discretion subject to the provisions of Sections 179 and 186 of the Act, raise or borrow and secure the payment of any sums or sums of money for the purposes of the Company provided that the amount for the time being remain undischarged of money borrowed or raised by the Board of Directors for the purposes of the company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, shall not without the sanction of the company in general meeting exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say, reserves not set aside for any specific purpose.
68	The Board of directors may raise or secure the repayment of such sum/sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds perpetual or redeemable debentures

	or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the company both present and future including its uncalled capital for the time being.
69	Debentures, debentures stock, bonds or other securities may be assignable free from any equity between the company and the person whom the same may be issued./ the debentures, debenture stock , bonds or others securities may be issued at a discount premium or otherwise, and with any special privileges a to redemption, surrender, drawings, allotments of debenture, appointment of directors and otherwise, provided that the debentures, debenture stock bonds or other securities conferring the right to allotment or conversion into shares or the option or right to call for allotment of shares shall not be issued except with the sanction of the company in General Meeting.
70	In the Directors or any of them or any other persons shall, become personally liable for the payment of any sum primarily due from the company, the directors may subject to the provisions of the Act execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the director or persons so becoming liable as aforesaid from any loss in respect of such liability.
GENERAL MEETING	
75	All general meetings other than Annual General Meeting shall be called extraordinary general meeting. The company shall, in addition to any other meetings hold a general meeting which shall be called as its Annual General Meeting at intervals and in accordance with the provisions of the Act.
76	The board may, whenever it thinks fit, convene an extraordinary general meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.
77	The board shall on the requisition of members convene an extraordinary general meeting of the company in the circumstances and in the manner provided under section 100 of the act.
NOTICE OF GENERAL MEETING	
78	a) in the case of all General Meetings not less than twenty one days notice in writing (exclusive of the day on which the notice is issued and the day for which notice is given) shall be served upon all members and such other persons as are entitled to receive notice under law. B) the notice shall specify the place, date and hour of the meetings and also the nature of business to be transacted at the meetings. c) in case of a general meeting convened for the purpose of passing of a special resolution the notice shall specify the intention to propose the resolution as a special resolution . d) the notice shall be served in such manner as prescribed by these presents. e) Meeting may be convened on shorter notice in accordance with the provisions of Section 101 of the Act. f) any accidental omission to give notice to or non-receipt of the notice by any member or other person to whom it should be given shall not invalidate the

	<p>proceedings of any general meeting.</p> <p>g) the members may participate in general meetings through such nodes as permitted by applicable laws.</p>										
79	<p>The board of directors may whenever they think fit convene extra ordinary general meeting and they shall on the requisition of the holders of not less than one thenth of the paid up capital as at the date carried the right of voting in regard to that matter forthwith proceed to call extra ordinary general meeting of the company and in the case of such requisition the following provisions shall have effect:-</p> <table border="1"> <tr> <td>a)</td><td>The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at Registered office of the Company and may consist of several documents in like forms, each signed by one or more requisitionists.</td></tr> <tr> <td>b)</td><td>If the Board of Directors do not proceed within twenty one days from the date of the deposit of the valid requisition to cause a meeting to be called the requisitionists or majority of them in value may themselves call the meeting but in either case any meeting so called, shall be held within 45 days from the date of deposit of the requisition.</td></tr> <tr> <td>c)</td><td>Any meeting called under this clause by the requisitionists shall be called in the same manner as nearly possible, as that meeting which are to be called by the board of directors.</td></tr> <tr> <td>d)</td><td>A requisition by the joint holders of shares must be signed by all such holders.</td></tr> <tr> <td>e)</td><td>Every annual general meeting shall be called during business hours, that is between 9 A.M. and 6 P.M on any day that is not a national holiday and shall be held either at the Registered office of the company or at some other place within the city, town or village in which the regd. Office of the company is situate.</td></tr> </table>	a)	The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at Registered office of the Company and may consist of several documents in like forms, each signed by one or more requisitionists.	b)	If the Board of Directors do not proceed within twenty one days from the date of the deposit of the valid requisition to cause a meeting to be called the requisitionists or majority of them in value may themselves call the meeting but in either case any meeting so called, shall be held within 45 days from the date of deposit of the requisition.	c)	Any meeting called under this clause by the requisitionists shall be called in the same manner as nearly possible, as that meeting which are to be called by the board of directors.	d)	A requisition by the joint holders of shares must be signed by all such holders.	e)	Every annual general meeting shall be called during business hours, that is between 9 A.M. and 6 P.M on any day that is not a national holiday and shall be held either at the Registered office of the company or at some other place within the city, town or village in which the regd. Office of the company is situate.
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PROCEEDING AT THE GENERAL MEETING											
80	<p>All business shall be deemed special that a transacted at an extra ordinary general meeting and also that is transacted at an annual general meeting with the exception of sanctioning of dividend, the consideration of the accounts, balance sheet and the reports of the directors and auditors, the election of the directors in place of those retiring by rotation and the appointment of and the fixing of the remuneration of the auditors in case of special business as aforesaid, and statement as required u/s 102 of the Act shall be annexed to the notice of the meeting.</p>										
81	<p>NO business shall be transacted at any general meeting unless the requisite quorum as per section 103 of the Act is present at the commencement of the meeting</p>										

82	If within half an hour after the time appointed of the holding of a general meeting of the quorum be not present, the meeting, if convened on the requisition of the members shall be dissolved and in every other case the meeting shall adjourn to the same day in the next week at the same time and place as was appointed for holding the general meeting and if in such adjourned meeting the quorum be not present, those members who are present and entitled to vote shall form a quorum whatever be their number and the amount of shares held by them. and may transact business for which the meeting was called.
83	The chairman, if any, of the board of directors or his absence any other director of the company shall take a chair at every general meeting. If there is no chairman or director present at the meeting within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the members present may choose a chairman from among themselves.
84	The chairman, may with the consent of any meeting at which a quorum is present and shall, if directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of business to be transacted at an adjourned meeting.
85	At any general meeting, a listed company may provide for e-voting as per provisions of section 109 of the Act or such other procedure the central government may prescribe to the class or classes of companies and manner in which a member may exercise his right to vote by the electronic means as per section 109 of the Act upon receipt of the scrutinizer's report, as declaration by the chairman as per provisions of the Act that the resolution had been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact recorded in favor of or against that resolution.
86	Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the companies (management administration) rules, 2014 or other applicable law to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the company. Where the company decided to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed u/s 110 of the companies Act, 2013 and the companies (management and administration) rules, 2014, as amended from time to time. The voting through electronic means must also be provided as per the rules laid thereunder.
87	In the case of an equality of votes, whether on a poll or show of hands, the chairman shall be entitled to a casting vote in addition to the vote or votes to which he may be entitled to as a member.
88	All proceedings of the general meeting shall be entered in books kept for the purpose as per provisions contained in section 118 of the Act and shall be

	signed by the chairman of that meeting or by the chairman of the next succeeding meeting. Such minutes duly entered signed by the chairman shall confirm to the secretarial standards issued by the central government.
89	The books containing the minutes of proceedings of any general meeting shall be kept at the regd. Office of the company. And shall during business hours subject to reasonable restrictions as are imposed at any general meetings or laid before the meeting, be open to inspection of any members without charge.
VOTE OF MEMBERS	
90	<p>a) every member of the company holding any equity shares shall have a right to vote in respect of such shares on every resolutions placed before the company in general meeting. On a poll his voting right in respect of such shares be in proportion to his shares of paid up equity capital of the company.</p> <p>b) the holders of preference shares, if any, shall have the right to vote according to the provision of section 47 of the Act.</p> <p>c) In the case of joint holders the vote of the first name of such joint holders put under a vote. Whether in person or by proxy, shall be expected to the exclusion of the votes of the other joint holders.</p>
91	A members of unsound mind, in respect f whom of an order has been made by the any competent court may vote by his committee or other legal guardian and any such "committee" or guardian may on a poll vote by proxy.
92	NO member shall be entitled to be present to vote on any question, either personally or by proxy at any general meeting, or upon a poll or be reckoned in the quorum, whilst any call or other some shall be due any payable of the company in respect of any of the shares of such members.
93	No objection shall be made to the validity of any vote or the meeting or poll at which such vote shall be rendered and every note whether given personally or by proxy and not disallowed at such meeting or poll, shall be deemed valid for all purpose of such meeting or poll whatsoever. The chairman of the meeting s shall be the sole judge of the validity of every vote tendered at such meeting or poll.
94	<p>No corporation, company or government , who is a member shall be entitled to speak and vote unless such member is present by proxy or by duly authorized representative provided further that a body corporate may</p> <p>I) if it a member of the company by resolution of its board of directors or other governing body, authorize such person as it thinks fit to act as a representatives at any meeting of the company or at any meeting of any class of member of the company.</p> <p>II) If it is creditor (including a holder of the debentures) of the company, by resolution of its directors or other governing body authorize such person as it thinks fit to Act as its representatives at any meeting of any creditors of the company held in the pursuance of this Act or of any rules made their under, or in pursuance of the provisions contained in any debenture or trust deed as the case may be</p> <p>III) A person authorize by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member,</p>

	creditor of debenture holder.
95	Representation of corporations, companies and government at meeting of the company shall be as provided and regulated by section 113 of the companies act, 2013
96	Any instrument appointing a proxy may be a two way proxy forum to enable the shareholders to vote for against any resolutions at their discretion. The instruments of proxy shall be in the prescribed form as given in form MGT-11.
97	The instruments appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the regd. Office of the company not less than forty eight (48) hours before the time of holding the meeting or adjourn meeting at which the person named in the instruments proposed to vote and in default, the instrument of proxy shall be treated as valid.
DIRECTORS	
98	Unless otherwise determined by a General Meeting and subject to Section 149 of the Act, the other provisions of this Act.
99	Unless otherwise determined by the company in general meeting directors need not hold qualification shares.
NOMINATED DIRECTORS	
100	Notwithstanding anything to the contrary contained in these Articles and subject to the provisions of the section 161 of the Act, so long as any monies remain owing by the company to the industrial development bank of India (IDBI), industrial finance corporation of India (IFCI), the industrial credit investment corporation of India Ltd. (ICICI) and life insurance corporation of India (LIC) or to any other finance corporation or credit corporation or to any other financing corporation or credit corporation or to any other financing company or body out of any loans granted by them to the company or so long as IDBI, IFCI, ICICI, LIC and unit trust of India (UTI) or any other financing corporation or any other financing company or body in hereinafter in this Article referred to as “ the corporation” continued to hold debentures in the company by director subscription or private placement or so long as the corporation holds shares in the company as a result of under writing or direct subscriptions or so long as any liability of the company arising out of any guarantee furnished by the corporation on behalf of the company remains outstanding, the corporation shall have a right to appoint from time to time any person or persons as a director or directors all time or non whole time(which director or directors is / are hereinafter referred to as “nominee director/s”) on the board of the company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.
101	The board of directors of the company shall have no power to remove from office the nominee director/s. at the option of the corporation such nominee director/s shall not be required to hold any shares qualification in the company also at the option of the corporation such nominee directors shall not be liable to retirement by rotation of directors. Subject as aforesaid, the

	nominee directors shall be entitled to the same right and privileges and be subject to the same obligations as any other director of the company.
102	The nominee director/s so appointed shall hold the said office only so long as any moneys remain owing by the company to the corporation or so long as a corporations holds debentures in the company as a result of direct subscription or private placement or so long as the corporation holds shares in the company as a result of under writing or direct subscription of the liability of the company arising out of the guarantee is outstanding and the nominee director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the company to the corporation are paid of or on the corporation ceasing to hold debentures / shares in the company or on the satisfaction of the liability of the company arising out of the guarantee furnished by the corporation.
103	The nominee director/s appointed under articles 106 shall be entitled to receive or notices of and attend all general meeting, board meeting and of the meeting of committee of which the nominee director/s is / are member/s as also the minutes of such meetings./ the corporation shall also be entitled to receive such notices and minutes.
104	The company shall pay to the nominee director/s sitting fees and expenses to which the other Directors of the company are entitled, and expenses that may be incurred by the corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the company to the corporation or , as the case may be to such nominee director/s.
105	Provided that if such nominee director/s is an officer of the corporation the sitting fees, in relation to such nominee director/s shall also accrue to the corporation to the same shall accordingly be paid by the company directly to the corporation
FIRST DIRECTORS	
106	The first directors of the company shall be :- 1) Jagat singh Duggar 2) Rakesh kumar Jain 3) Narendra Singh Pincha
ADDITIONAL DIRECTORS	
107	Subject to the provision of section 161 of the Act, the board of directors shall have power at any time and from time to time to appoint any person as an Additional Directors, as an addition of the board, but so that the total no. of directors shall not any time exceed the maximum no. fixed. But any directors to appointed shall hold office only until the conclusion of the next following annual general meeting of the company and shall eligible to election.
ALTERNATE DIRECTORS	
108	i) The board of directors may when any director(in the Articles called the "original directors") has left India or is not available in India for more than 3 months at a time , appoint any person to be an alternate directors during such absence and such appointment shall have effect and such appointee, whilst he holds the office as an alternate director, shall be entitled to notice of the meetings of the board of directors and to attend the vote there accordingly and

	<p>shall ipso facto vacate office as an when original directors vacate office as a director, or return to the state in which the meetings of the board are ordinarily held.</p> <p>ii) An alternate director, appointed under the preceding clause need not be a member of the company.</p> <p>iii) An alternate director, shall be entitled to receive note of and to vote at the general meetings of the company on behalf of the original director and generally to represent the original director in the same manner as if he had been appointed a general proxy under the provisions of these presents,</p> <p>iv) An alternate director shall alone be responsible to the company for his own act.</p>
DIRECTOR ON CASUAL VACANCY	
109	If the office of any director becomes vacant before the expiry of the period of his directorship in normal course, the resulting casual vacancy may be filled by the board at the meeting of the board subject to section 161 of the Act. Any person so appointed shall hold office only upto the date in which the director in whose place his appointed would have held office if the vacancy had not occurred as aforesaid.
INDEPENDENT DIRECTORS	
110	<p>i) the directors may appoint such no. of independent director as are required u/s 149 of the Companies Act, 2013 or clause 49 listing agreement, whichever is higher, from time to time.</p> <p>ii) Independent directors shall possess such qualification as required u/s 149 of the Companies Act, 2013 an clause 49 of listing agreement.</p> <p>iii) Independent directors shall be appointed for such period as prescribed under relevant provisions of the Companies Act, 2013 and listing agreement and shall not be liable to retire by rotation.</p>
WOMEN DIRECTOR	
111	The directors shall appoint one or more women directors as per the requirement of section 149 of the Act.
KEY MANAGERIAL PERSONNEL	
112	<p>Subject to the provisions of the Act :-</p> <p>i) directors , manager, Company secretary and Chief financial officers may be appointed by the board for such term, at such remuneration and upon such conditions as it may thinks fit and any chief executive officer, manger, company secretary or chief financial officer so appointed may be removed by means of are solution of the board ;</p> <p>ii) A director may be appointed as chief executive officer, manger, company secretary, chief financial officer</p> <p>iii) the company may appoint and individual as the chairperson as well as the managing director or chief executive director of the company at the same time.</p>
DISCLOSURE OF INTEREST OF DIRECTORS	
113	Subject to the provisions of the Act, the director shall not be disqualified by reason of their office as such from contracting with the company either as vendor, purchaser, lender, agent, broker or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the

	<p>company with any director or with any company or partnership of or in which any director shall be a member or otherwise interested we avoided nor shall any director so contracting or being such member or so interested be liable to account of the company for any profit realized by such contract or arrangement by reason only of such director holding that office or the fiduciary relation there by established but the nature of the interest must be disclosed by the directors at the meeting of the board at which the contract or arrangement is determined of if the interest then exists in any other case at the first meeting of the board after the acquisition of the interest.</p> <p>Provided nevertheless that no director shall vote as a director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of directors present, the provision shall not apply to any contract by or on behalf of the company to indemnify the directors or any of them against any loss they may suffer by the coming or being sureties for the company.</p> <p>A director may be or become a director of any company promoted by this company or in which this company may be interested as vendor, share holder other wise and no such director shall be accountable to the company for any benefits received as a director or member of such company.</p>
RIGHTS OF DIRECTORS	
114	Except as otherwise provided by these Articles subject to the provision of the Act, and notwithstanding anything contained with the presents, any director contracting with the company shall comply with the provisions of Section 184 of the companies Act, 2013. Subject to the limitations prescribed in the Companies Act, 2013, the director shall be entitled to contract with the company and no director shall be disqualify by having contracted with the company as aforesaid.
VACATION OF OFFICE OF DIRECTOR	
115	The office of a director shall become vacant in case of a disqualification as provided in sub- section (a) to (h) of Section 167 (1) or by resignation per section 168 or is removed from the office as per Section 169 of the companies Act, 2013.
PROPORTION OF RETIREMENT BY ROTATION	
116	All director of the company would be liable to retire by rotation.
ROTATION OF RETIRE BY ROTATION	
117	At every Annual General Meeting, all the director shall retire by rotation in accordance with the provisions of Section 152 of the Act.
118	A retiring director shall be eligible for real action and the company at the general meeting at which a director retires may fill up vacated office by electing a person thereto.
119	The directors to retire in every year shall be those who have been longest in office since there last election, but as between persons who become directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.
120	Subject to section 152 of the Act, if at any meeting at which an election of

	directors ought to take place, the place of the vacating or deceased director is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourn till the same day in the next week at the same time and the place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourn meeting the place of vacating directors is not filled and the meeting had also not expressly resolved not to fill up the vacancy, then the vacating directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.
121	Subject to the provisions sections 149, 151 and 152 of the company in general meeting may increase a reduce the no. of directors subject to limits set out in Articles 93 and may also determine in what rotation the increased or reduced number is to retire.
122	Subject to provisions of section 169 the company, by ordinary Resolution, may at any time removes any director except appointed by the central government before the expiry of his period of office and may by ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not be removed as afore mention. A director so removed from office shall not be re appointed as a director by the board of directors. Special notice shall be required of any Resolution to remove a director under this Article, or to appoint somebody instead of the director at the meeting at which he is removed.
123	Subject to the provisions of Section 160 of the Act of a person not being a retiring director shall be eligible for appointment to the office of a director at any general meeting if he or some other member intending to propose him as a director has not less than 14 days before the meeting, left at the office of the company a notice in writing under his hand signifying his candidature for the office of director, or the intention of such member to propose him as a candidate for that office, as the case may be along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeed in getting elected as a director or gets more than 25% of total valid votes castes either on show of hands or electronically or on poll on such Resolution.
124	The company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by section 170 of the Act of its directors and Key Managerial Personnel and shall send to the Registrar of Companies return as required by the Act.
POWERS OF BOARD	
125	The business of the company shall be carried on by the board of directors.
126	The board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the board shall be held at least once in every 120 days; and at least 4 such meetings held in every year.
127	A director may at any time request the secretary to convene a meeting of the

	directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.
128	<p>a. Save as otherwise expressly provided in that a meeting of the directors for the time being at which a quorum is present shall be competent to exercise to all or any of the authorities, powers and discretions by or under the regulations of the company for the time being vested in a exercisable by the directors generally and all questions arising at any meetings of the board shall be decided by a majority of the board .</p> <p>b. In case of any equality of votes, the chairman shall have a second or casting vote in addition to his vote as a director.</p>
129	The continuing directors may act notwithstanding any vacancy in the Board, but if as and long as their number if reduced below 3, the continuing directors all director may act for the purpose of increasing the number of directors to three or for summoning a general meeting of the company and for no other purpose.
130	<p>The quorum for a meeting of the board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two directors whichever is higher; provided that where at any time the number of interested directors is equal to or exceed two-third of the total strengths, the number of the remaining directors that is to say the number of director who are not interested present at the meeting being not less than to shall be the quorum during such time.</p> <p>The total strength of the Board shall mean the number of directors actually holding office as director on the date of Resolution or meeting, that is to say the total strength of the Board after deducting there from the number of director, if any, whose places are vacant at the time.</p>
131	If no person has been appointed as Chairperson by the Board or if at any Meeting, the Chairman of the Boards not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one of their members to be the chairman of the meetings.
132	The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more committees of the Board consisting of such member or members of its body, as the Board may think fit.
133	Subject to the provisions of section 179 the board may delegate from time to time and at any time to any committee so appointed all any of the powers, authorities and discretion from the time being vested in the board and such delegation may be made on such terms and subject to such conditions as the board may think fit and subject to provisions of the Act and listing agreement.
134	The board may from time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to the provisions of the Act and listing agreement.
135	The meeting and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceeding of the directors so far as the same are applicable

	thereto, and not superseded by any regulations made by the directors under last proceeding Article.
136	<p>a) the chairman shall be the chairperson of its meetings, if either is not available or if at any meeting either is not present within 5 minutes after the time appointed for holding the meeting, the members present may choose one of their member to be the chairperson of the meeting.</p> <p>b) the quorum of a committee may be fixed by the Court and until so fixed, if the committee is of a single member or two members, the quorum shall be one if morethan two members, it shall be two.</p>
137	<p>a) A committee may meet and adjourn as it thinks proper.</p> <p>b) Questions arising at any meeting of a committee shall be determined by the sole member of the committee or by a majority of board of the members present as the case may be and in case of an equality of votes, the chairperson shall have a second or casting vote in addition to his vote as a member of the committee.</p>
138	All Acts done by any meeting of the board or a committee thereof, or by any person acting as Director shall, notwithstanding that it may be afterwards discovered that there was some defects in the appointment of any one or more of such directors or any person acting as aforesaid, or that any of them was disqualified, be and valid as if every such director and such person had been duly appointed and was qualified to be a director.
139	Subject to the provisions contained in section 175 of the Act, a Resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Board Committee then in India (not being less in number then the quorum fixed for the meeting of the board or the Committees as the case may) and to all other directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the Resolution shall be valid and effectual as if it had been a Resolution duly passed at a meeting of the board or committee duly convened and held. If where not less than one third of the total number of the director of the company may decide that the same be considered at a meeting, the chairman shall put the Resolution to be decided at the meeting of the Board. Such Resolution passed by circulation shall be noted at the subsequent meeting of the board and made part of the Minutes of such meeting.
POWER AND DUTIES OF DIRECTORS	
140	The business of the company shall be managed by the board of directors who may exercise all such powers of the companies as are not, by the Act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in the general meeting.; but no regulation made by the company in general meeting, shall in validate any prior Act of the directors which would have been valid if the regulation have not been made.
141	The board may appoint at any time and from time to time by a power of

	attorney under the Company's Seal, any person to be the attorney of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the board under these articles and for such periods and subject to such conditions as the board may from time to time think fit and any such appointment, may, if the board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the board may think fit.
142	The board shall duly comply with the provisions of the Act read with companies (management and administration) Rules, 2014 and in particular with the provision in regard to the registration of the particulars or mortgages and charges affecting the property of the company or created by it, and keep a register of the director and send to the registrar an Annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase a share capital and copies of special resolution, and such Resolutions and Agreements required to be filed under section 117 of the Act and a copy of register of directors and notification of any changes therein.
143	In furtherance of any without prejudice to the general powers conferred by or implied in Article 131 and other powers conferred by these Articles, subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby specially declared that it shall be lawful for the directors to carry out all or any of the objects set forth in the Memorandum of Associations and to the following things.
144	To purchase or otherwise acquire for the companies and a property, rights or privileges which the company is authorize to acquire at such prize and generally such terms and conditions as there think fit and to sale, let exchange, or otherwise dispose of the property, privileges and undertaking of the company upon such terms and conditions and for such considerations as they may think fit.
145	At the discretion to pay for any property, rights and privileges acquired by or service rendered to the company, either holly or partially, in case of in shares, bonds, debentures or other securities of the company and any such shares may be received either as fully paid up or with such amount credited as paid up, the sum as may be either specifically charged upon all are any part of the property of the company and its uncalled capital or not so charged.
146	To secure the fulfillment of any contracts or agreements entered into by the company by mortgage or charge of all or any of the property of the company and its uncalled capital for the time being or in such other manner they think fit.
147	To appoint and remove, or suspend such agents, secretaries, officers, clerks and temporary or special services as they may from time to time think fit and to determine their powers and duties and fixed their powers and duties and fixed their salaries or emoluments and to the required security in such

	instances and to such amounts as they think fit.
148	To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officer or otherwise concerning the affairs of the company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the company.
149	To refer to, any claims or demands by or against the company to arbitration, observe and performs the awards.
150	To make and give receipts, releases and other discharges for money payable to the company and of the claims and demand of the company.
151	To Act on behalf of the company in all matters relating to bankrupts and insolvents
152	To execute in the name and on behalf of the company in favour of any director or other person who may incur or be above to incur any personal liability for the benefit of the company such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon.
153	To give any person employed by the company a commission on the profits of any particular business or transaction or a share in a general profits of the company.
154	To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such Acts, deeds and thinks in the name and on behalf of the company as they consider expedient for in relation to any of the matters aforesaid or otherwise of the purposes of the company.
155	From time to time, make, vary and repeal bye – Laws for the regulations of the business for the company, its officers and servants.
156	Before recommending any dividends , set aside portions of the company to form of fund to provide for such pensions, gratuities or compensations; or to create any provided fund or benefit fund in such or any other manner subject to the provisions of the Act as directors may deem fit.
157	To make and alter Rules and Regulations concerning the time and manner of payments of the contributions of the employees and the company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the director shall from time to time think fit.
158	And generally, at their absolute discretion, to do any perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the company, accepting such acts and things as by Memorandum of Association of the company or by these presents may stand prohibited.
MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTORS	
159	<p>a) Subject to the provisions of Section 196, 197, 2(94), 203 of the Act the following provisions shall apply:</p> <p>b) the board of directors may appoint or re-appoint one or more of their body to be the managing director or managing directors of the companies for such period not exceeding five years as it may deem fit.</p>

	<p>c) the remuneration payable to a managing director shall be determined by the board of directors subject to the sanction to the company in general meeting and of the central government, if required.</p> <p>d) If at any time there are more than one managing director, each of the said managing directors may exercise individually all the power and perform all the duties that a single managing director may be empowered to exercise or required to perform under the companies Act or by these presents or y any resolution of the board of directors and subject also to such restrictions or conditions as the board may from time to time impose.</p> <p>e) The board of directors may at any time and from time to time designate any Managing Directors or Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.</p> <p>f) Subject to the supervision , control and direction of the board of directors the Managing Director / Managing Directors shall have the Management of the whole of the business of the company and of all its affairs and shall exercise all powers and perform all duties in relation to the management of the affairs, except such powers and such duties as are required by Law or by these present to be exercised or done by the company in General Meeting or by the board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the board of directors. Without prejudice to the generality of the forgoing, the Managing Director / Managing Directors shall exercise all powers set out in Article except those which are by Law or by these presents or by any Resolution of the Board required to be exercises by the board or by the company in General Meeting.</p>
160	<p>1) Subject to the provisions of the Act and subject to the Approval of the Central Government, if any required in that behalf, the board may appoint one or more of its body, as whole time director or whole time directors on such designation and on such terms and conditions as it may deem fit. The whole time directors shall perform such duties and exercise such powers as the board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the board s and subject thereto the supervisions and direction of the managing director. The Remuneration payable to the whole time directors shall be determine by the company first by the board of directors and upon approval by share holders at the general meeting, subject to the approval of the Central Government, if any, required in that behalf.</p> <p>2) A whole time director shall (subject to the provisions of any contract between him and the company) the subject to the same provisions as to resignation and removal as the other directors, and he shall, ifso facto and immediately, cease to be whole time directors, if he ceases to hold the office of director from any cause, whole time directors are liable to retire by rotation.</p>
DELEGATION OF POWERS	
161	<p>Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Whole-time Directors.</p>

POWERS OF BOARD	
162	<p>A. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.</p> <p>(a) to make calls on shareholders in respect of money unpaid on their shares;</p> <p>(b) to authorise buy-back of securities under section 68;</p> <p>(c) to issue securities, including debentures, whether in or outside India;</p> <p>(d) to borrow monies;</p> <p>(e) to invest the funds of the company;</p> <p>(f) to grant loans or give guarantee or provide security in respect of loans;</p> <p>(g) to approve financial statement and the Board's report;</p> <p>(h) to diversify the business of the company;</p> <p>(i) to approve amalgamation, merger or reconstruction;</p> <p>(j) to take over a company or acquire a controlling or substantial stake in another</p> <p>(k) To make political contributions;</p> <p>(l) to appoint or remove key managerial personnel(KMP);</p> <p>(m) To take note of appointment(s) or removal(s) of one level below the Key managerial Personnel:</p> <p>(n) to appoint internal auditors and secretarial auditors;</p> <p>(o) to take note of the disclosure of directors interest and share holding;</p> <p>(p) To buy, sale investments held by the company (other than trade investments), constituting 5% or more of the paid up share capital and free reserve of the investee company;</p> <p>(q) to invite or accept or renew public deposits and related matters;</p> <p>(r) to review or change in the terms and conditions of public deposit;</p> <p>(s) to approve quarterly, half yearly and an Annual Financial Statements or Financial Results as the case may be;</p> <p>(t) such other business as may be prescribed by the Act</p> <p>B. The board may by a meeting delegate to any committee the board or to the managing director the powers specified in sub clause d, e and f above.</p> <p>C. Every Resolution delegating the power set out in sub clause d shall specify the total amount outstanding at any one time upto which moneys may be borrowed by the said delegate.</p> <p>D. Every Resolution delegating the power referred to in sub clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.</p> <p>E. Every resolution delegating the power referred to in sub clause f shall specify the total amount upto which loans may be made by the delegate, purposes for which the loans may be made and the maximum.</p>
163	<p>The director shall cause a proper register and charge creation documents to be kept in accordance with the provisions of companies Act, 2013 for all mortgages and charges specifically affecting the property of the company and shall duly comply with the requirements of the said Act. In regard to the</p>

	registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Acts as to keeping a copy of every instrument creating any mortgage or charge by the company at the office.
164	Every register of holders of debenture of the company may be closed for nay period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the company may in General Meeting impose any reasonable restriction so that at least two hours in every day , when such register is open, are appointed for inspection.
165	The company shall comply with the provisions of companies Act 2013 as to follow inspection of copies kept of the Registered office in pursuance of the said Act, and as to allowing inspection of the register of charges to be kept at the office in pursuance of the said Act.
166	The company shall comply with the provisions of companies Act, 2013 as to supplying copies of any register of folders of debentures or any trust deed for securing any issue of debentures.
167	Holders of debentures and any person from whom the company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnish, free of cost or for such sum as may be prescribed by the government from time to time, with a copy of the financial statements of the company and other reports attached or appended thereto.
168	a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board. b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.
169	All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.
MANAGER	
170	Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.
COMMON SEAL	
171	The affixing of common seal is no more required on any documents. However, the Board may provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.
172	The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise

	determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and/or by any authorized Signatory by means of a resolution of the Board and/or committee of the Board and by the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.
DIVIDENDS AND RESERVES	
173	The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.
174	The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
175	The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.
176	The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
177	No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.
178	<p>a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the board may , from time to time, think fit.</p> <p>b. The board may also carry forward any profits which it may think prudent not to divide without setting them aside as reserve.</p>
179	<p>a) Subject to the rights of persons, if any entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.</p> <p>b) No amount paid or credited as paid on share in advance of calls shall be treated for the purpose of these regulations as paid on the share.</p> <p>c) All dividend shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.</p>
180	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls in

	relation to the shares of the Company or otherwise.
181	Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend and the dividend may, if so arranged between the company and themselves, be set off against the call.
182	<p>a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque/ warrant. Electronic mode sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of members or to such person and to such address of the holder as the joint holders may in writing direct.</p> <p>b. Every such cheque/ warrant. Electronic mode shall be made payable to the order of the person to whom it is sent.</p> <p>c. Every dividend cheque/ warrant/ electronic mode shall be posted within such period as may be prescribed by the Act and, or Rules from the date of declaration of the dividends.</p>
183	<p>The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.</p> <p>(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act.</p> <p>a) Transfer the dividend in relation to such shares to the Special Account referred to in Section 123 and 124 of the Act, unless the company is authorized by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and</p> <p>b) Keep in abeyance in relation to such shares any offer of rights shares under clause (a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section 123 of the Act.</p>
184	Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus or other money payable in respect of such share.
185	Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.
186	No dividend shall bear interest against the Company.
187	No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.
188	Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Our Promoters and their Background Individual Promoters

Sr. No.	Name of the Shareholder	Total shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+(B)+(c)	Number	As a %	As a % of grand total (A+B+C) of sub clause (I)(a)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)
1	Virendra Jain	20000	1.36%	0	0.00	0.00
2	Priti Jain	65000	4.43%	0	0.00	0.00
3	Babita Jain	5000	0.34%	0	0.00	0.00
4	Surendra Kumar Jain	65000	4.43%	0	0.00	0.00
	TOTAL	155000	10.57%	0	0.00	0.00

PROMOTERS/PROMOTER GROUP COMPANIES

DETAILS OF LISTED COMPANIES WITHIN THE PROMOTER GROUP COMPANIES

Name of Company	Year of Incorporation	Nature of Activity	Turnover (Rs. millions)	PBT (Rs. millions)	Dividend %	Listed at
Not Any						

DETAILS OF THE FIVE LARGEST UNLISTED COMPANIES WITHIN THE PROMOTER GROUP COMPANIES

Name of Company	Year of Incorporation	Nature of Activity	Turnover (Rs. millions)	PBT (Rs. millions)	Dividend %
N.A.					Nil

- Details of Outstanding Convertible Instruments including Warrants Pending Conversion

Not Applicable

- Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence

DIVIDEND TRACK RECORD

Year	Percentage (%)	Amount per share	Total Amount (Rs.)
2015	5	0.50	5,29,579/- (excluding Dividend Distribution Tax)
2014	NIL	NIL	NIL
2013	NIL	NIL	NIL
2012	NIL	NIL	NIL
2011	NIL	NIL	NIL
2010	NIL	NIL	NIL
2009	NIL	NIL	NIL
2008	NIL	NIL	NIL
2007	NIL	NIL	NIL
2006	NIL	NIL	NIL
2005	NIL	NIL	NIL

The Company has declared the dividend of Rs. 5,29,579/- excluding Dividend Distribution Tax for the financial year 2014-15 at the rate of Rs. 0.50 per equity shares.

- Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable

Not Applicable.

- Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable

Not Applicable.

- Cash Bonuses paid by the Company during last 10 years

Not Applicable.

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

Details of various committees are as follows:

i) Audit Committee

The terms of reference of Audit Committee are stipulated by the Board of Directors, in accordance with the Clause 49 of the Listing Agreement and as per statutory guidelines that inter alia, include overseeing financial reporting processes, reviewing Quarterly, Half yearly and Annual financial results, adequacy of internal control systems, internal audit function, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditors on any significant findings and also to investigate any activity within its terms of reference and to seek any information it requires from any employees and to secure the attendance of outsiders with relevant experience and expertise, where considered necessary.

Members of Audit Committee	Designation
Mr. Anil	Chairman
Mr. Virender Jain	Member
Mr. Deepu Singh	Member
Mrs. Babita Jain	Member

ii) Stakeholder's Relationship Committee

The committee attends to the investors/stakeholder, correspondence and share transfers/transmission expeditiously and usually reply is sent within a period of 15 days of receipt, except in those cases, which are disputed, and sub-judice. The company furnishes necessary documents/ information to the shareholders.

The Members of the Committee are as under:

Members of Stakeholder's Relationship Committee	Designation
Mr. Anil	Chairman
Mr. Virender Jain	Member
Mr. Deepu Singh	Member
Mrs. Babita Jain	Member

iii) Nomination and Remuneration Committee

Members of Nomination and Remuneration Committee	Designation
Mr. Anil	Chairman
Mr. Virender Jain	Member
Mr. Deepu Singh	Member
Mrs. Babita Jain	Member

iv) Risk Management Committee

The primary objective of the Committee is to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks. The composition of Risk Management Committee and attendance at its meetings is given hereunder:

Members of Risk Management Committee	Designation
Mr. Anil	Chairman
Mr. Virender Jain	Member
Mr. Deepu Singh	Member
Mrs. Babita Jain	Member

Disclosure by Senior Management in accordance with Clause 49 of the Listing Agreement

The senior Management of the Company has confirmed to the Board of Directors that they do not have any financial or personal interest relating to material, financial and commercial transactions with the Company that may have potential conflict with the interests of the Company at large.

SUBSIDIARIES OF THE COMPANY

Presently we do not have any subsidiary company.

SHAREHOLDERS' AGREEMENTS

There is no subsisting shareholders' agreement.

OTHER AGREEMENTS

We have not entered into any Strategic or Financial agreement

LEGAL AND OTHER INFORMATION

Outstanding Litigations and Defaults

Save as stated hereunder, our Company has not defaulted in meeting any of its statutory or institutional dues and have made all payments/refunds on fixed deposits or no proceedings have been initiated against our Company, for any of the offences specified in paragraph 1 of Part I of Schedule XIII of the Companies Act, 1956. Further, there are no disputes/litigations towards tax liabilities or criminal prosecutions against us and our Directors for any offence, economic or otherwise civil litigations against our Company and its Directors, there are no material disputes/legal actions other than those disclosed below.

There are no pending proceedings initiated for economic offences against us. No disciplinary action/ investigation have been taken by the SEBI against us, our group companies. The promoters, defaulters by RBI/Government authorities and there are no violations of securities laws committed by them in part or pending against them.

Cases filed against our Company

Save and except as stated below, there are no outstanding litigations, disputes, penalties against our company, including tax liabilities, economic offences, criminal or civil prosecutions launched against the company, for any offence irrespective of whether or not specified in Paragraph 1 of Part I of Schedule XIII of the Companies Act, 1956.

1. Litigation involving criminal cases

There are no criminal cases filed against our Company.

2. Litigation involving civil cases

There is no civil case pending against our Company.

3. Litigations involving Consumer Case:

There are no consumer cases pending against our company.

4. Litigations involving Suits or Writs:-

No suits or write offs are pending against our company.

5. Litigation involving Statutory Disputes

No suits or write offs are pending against our company.

6. Litigations involving Labour Laws

There are no cases pertaining to Labour disputes, pending against our company.

7. Defaults

The company has not defaulted in the payment of interest and repayment of principal to other Companies, Financial Institutions, deposit holders etc. The company has not defaulted in meeting statutory dues, institutional dues and dues towards instrument holders like debentures, fixed deposits, and other arrears.

Other than the above there are no disputes /litigation towards tax liabilities or any criminal or civil prosecutions against our company for any offence, economic or otherwise.

8. Cases filed by CECL

Nil

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK:

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

COMPANY OVERVIEW:

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

FINANCIAL PERFORMANCE:

The Company has achieved a turnover of Rs. 64,05,61,734/-during the year with net profitability of Rs. 11,13,917/-. The company's income from operations primarily includes income from trading and distributions of financial products such as Interest income from Inter-Corporate Loan and Long Term Investments.

OPPORTUNITIES & THREATS:

Opportunities:

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

Threats:

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

RISK MANAGEMENT:

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

HUMAN RESOURCE:

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The employees are satisfied and having good relationship with the Management.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31st March, 2015, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

Net Assets

(in Rs.)		
Particulars	2015	2014
	84777429	135833
Current Assets		
Capital assets i.e., (Fixed Assets)	159640	0
Non Current Assets	142337	76931211
Total assets	85079406	77067044
Long-term liabilities	9053	18250
Current liabilities	2902423	28723
Total liabilities	2911476	33483
Net assets	821679930	77033561

CONTACTING THE COMPANY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, and investors and creditors with a general overview of the company's finances and to show the accountability for the money it receives.

MATERIAL DOCUMENTS FOR INSPECTION

- Memorandum and Articles of Association of the Company.
- Copies of Annual Reports of Abhijit Trading Co Ltd for the last five financial years ended 31st March 2015, 2014, 2013, 2012 and 2011.

DECLARATION

No statement made in this Information Memorandum contravenes any of the provisions of the Companies Act, 2013 / Companies Act, 1956 and the rules made there under. All the legal requirements connected with the direct listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All the information contained in this document is true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

For Abhijit Trading Co Ltd

Virendra Jain
Managing Director
DIN: 00530078
Address: 555, Double Story Market,
New Rajinder Nagar, New Delhi, 110060

Date : 28.12.2015
Place : New Delhi