



VCK CAPITAL MARKET SERVICES LIMITED

Dated: 14th August, 2017

To,
The Secretary
BSE Limited
Floor 25, P.J. Towers, Dalal Street
Mumbai – 400 001
Company Scrip Code: 511493

To,
The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata-700001
Company Scrip Code: 11493

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial year 2016-17 as per Regulation 34(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the Annual Report for the Financial Year 2016-17.

This is for your information and record purpose.

Thanking you.

Yours faithfully,
For VCK Capital Market Services Ltd.
FOR VCK CAPITAL MARKET SERVICES LTD

Bandana Saha

Company Secretary

Bandana Saha
Company Secretary & Compliance Officer

CIN : L67190WB1983PLC035658



34TH

ANNUAL REPORT

2016-17

VCK CAPITAL MARKET SERVICES LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Hemal Kampani	~ Chairman
Mr. Samir Kothari	~ Managing Director
Mr. Sandip Kampani	~ Director
Mr. Madhukar M. Bhagat	~ Director
Mr. Pradip Belawala	~ Director
Mr. Prafull Pranjivan Shah	~ Director
Mrs. Shilpa Kampani	~ Director
Mr. Nabankur Roy	~ Director

COMPANY SECRETARY

Ms. Bandana Saha

CHIEF FINANCIAL OFFICER

Mr. Ayan Bhattacharjee

AUDIT COMMITTEE

Mr. Prafulla Pranjivan Shah	~ Chairman
Mr. Madhukar M. Bhagat	~ Director
Mr. Sandip Kampani	~ Director

NOMINATION AND REMUNERATION COMMITTEE

Mr. Pradip Belawala	~ Chairman
Mr. Hemal Kampani	~ Director
Mr. Prafulla Pranjivan Shah	~ Director
Mr. Nabankur Roy	~ Director

STAKEHOLDERS RELATIONSHIP & GRIEVANCE COMMITTEE

Mr. Pradip Belawala	~ Chairman
Mr. Hemal Kampani	~ Director
Mr. Sandip Kampani	~ Director

AUDITORS

S. RAMANAND AIYAR & CO.

Chartered Accountants

114F/1D, Selimpur Road, Kolkata – 700031

BANKERS

HDFC Bank Limited

Standard Chartered Grindlays Bank

State Bank of India

REGISTERED OFFICE

16, India Exchange Place, Room # 19, First Floor, Kolkata – 700001

Telephone : (91) (033) 2231-1038 / 1039

Facsimile : (91) (033) 2287-8479

E-mail : capital@vckgroup.org

Website : www.vckgroup.com

CORPORATE OFFICE

23, Rustamjee Street, 2nd Floor, Behind Mukti World, Ballygunge Phari, Kolkata – 700019

Telephone : (91) (033) 4009-9999 / 9935

REGISTRAR AND SHARE TRANSFER AGENTS

C. B. MANAGEMENT SERVICES PRIVATE LIMITED

P-22, Bondel Road, Kolkata - 700019

Phone : (91) (033) 4011-6700/2280; 4011-6692/2282;
(91) (033) 4011-3643/2487; 4011-0263;

Facsimile : (91) (033) 4011-6739

E-mail ID : rta@cbmsl.com;

Website : www.cbmsl.com

BRANCH OFFICES

JAMSHEDPUR

Holding # D, Chand Villa, Opp. Gopal Maidan, Contract Area [Imperial Bank Area], Jamshedpur – 831001, Jharkhand
Telephone : (91) (0657) 222-4395

MUMBAI

202, Malhotra Chambers, 31/33, Police Court Lane, Fort, Mumbai – 400001, Maharashtra

Telephone : (91) (022) 6632-5727 / 5731

Facsimile : (91) (022) 6632-5737

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GREEN INITIATIVE

DEAR SHAREHOLDERS

SUB : MCA'S GREEN INITIATIVE FOR PAPERLESS COMMUNICATIONS

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. Towards this, MCA has issued Circulars dated April 21, 2011 and April 29, 2011 stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit.

We, therefore, propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half- yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time.

In case you wish to receive all the above communications in electronic form; and

- hold your shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest; or
- hold your shares in physical form, kindly register your e-mail address with C. B. Management Services Private Limited, our Registrar and Share Transfer Agent, at the following address at the earliest;

MR. RANA ROY CHOWDHURY, DEPUTY MANAGER
C. B. MANAGEMENT SERVICES PRIVATE LIMITED
P-22, BONDEL ROAD. KOLKATA - 700019
E-mail Address: ranarc@cbmsl.co

You may use the format given below for registering your e-mail address with C. B. Management Services Private Limited.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our Company Website : www.vckgroup.com The document will also be available to you for inspection at the Registered Office of the company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 1956, free of cost, upon receipt of a requisition from you any time.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour.

This communication may be ignored, if your email address is already registered with your Depository Participant/CB Management Services Private Limited

Thanking you,

Yours faithfully,
For **VCK CAPITAL MARKET SERVICES LIMITED**

BANDANA SAHA
COMPANY SECRETARY

E-COMMUNICATION REGISTRATION FORM

[Exclusively meant for Shareholders holding shares in physical form]

To

**Mr. Rana Roy Chowdhury
Deputy Manager
C.B. MANAGEMENT SERVICES PRIVATE LIMITED
P-22, Bondel Road,
Kolkata – 700019**

Name of the Company :

Folio No. :

Name of First Registered Holder :

Name of Joint Holder(s) :

E-mail ID [to be registered] :

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

.....
Signature of the First Holder

Date :

Note : Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

NOTICE

NOTICE is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING** of the Members of **VCK CAPITAL MARKET SERVICES LIMITED** (CIN-L67190WB1983PLC035658) will be held on **WEDNESDAY, the 2ND DAY OF AUGUST, 2017 at 11.00 A.M. AT "ABHINANDAN", 51, MOORE AVENUE, KOLKATA - 700040** to transact the following business:

AS ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mrs. Shilpa Kampani (DIN 00057759), who retires by rotation and being eligible, offers herself for re-appointment.
- (3) To ratify the appointment of the Auditors of the Company and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder as amended from time to time, the Company hereby ratifies the appointment of **S. RAMANAND AIYAR & CO., (Firm Registration No. 000990N)**, Chartered Accountants, as Auditors of the Company for the Financial Year 2017-18 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

AS SPECIAL BUSINESS

- (4) **Re-appointment of Mr. Samir Kothari as Managing Director.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendations of Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Samir Kothari (DIN: 00561835) as Managing Director of the Company but liable to retire by rotation for a further period of 5 years with effect from July 01, 2017, upon such terms and conditions set out in the Agreement dated June 29, 2017 with the Company. A copy of the Agreement dated June 29, 2017 is laid on the table and initiated by the Chairman for the purpose of identification, with the liberty of the Board of Directors to alter or vary the terms and conditions of the said re-appointment in such manner as, may be agreed to between the Board of Directors and Mr. Samir Kothari."

BY ORDER OF THE BOARD
For **VCK CAPITAL MARKET SERVICES LIMITED**

BANDANA SAHA
COMPANY SECRETARY

Registered Office

16, India Exchange Place
Room # 19, First Floor
Kolkata - 700001

Dated : June 28, 2017

NOTES

(1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.

(2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a Proxy on behalf of Members not exceeding Fifty and holding in the aggregate not more than Ten percent of the Total Share Capital of the Company carrying voting rights. A Member holding more than Ten percent of the Total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

(3) The Business set out in the Notice will be transacted through Electronic Voting System and the Company is providing Facility for voting by Electronic means. Instructions and other information relating to E-Voting are given hereunder as "**Procedure For E-Voting**".

(4) Only bona-fide members of the Company whose names appear on the Register of Members/Proxy Holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non –members from attending the meeting.

(5) Members of the Company holding more than one share certificate in the same name under different Ledger folios, are

requested to apply for consolidation of such folios and send the relevant Share certificates to the Company's Registrar & Share Transfer Agent **M/S. C.B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA – 700019.**

(6) Please note that as per the notification of SEBI, the Company's shares are under compulsory Demat trading, with effect from November 27, 2000 for all the investors. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.

(7) Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.

(8) Members are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent **M/S. C.B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA - 700 019 BY QUOTING THEIR FOLIO NUMBER(S).**

(9) A member interested of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the meeting to the Company Secretary at the Registered Office so that the required information can be made available at the meeting.

(10) The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.vckgroup.com.

- (11) Members are requested to inform their correct e-mail address, if any, to the Depositories (if shares held in Demat Form) and to our Registrars by visiting the website "www.cbmsl.com/green.php" (if shares held in Physical Form) in compliance of Green Initiative as per Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs to facilitate the Company to send Notice/Documents through e-mail
- (12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- (13) Notice of AGM and Copies of Annual Report 2017 are being sent by electronic mode only to all the members whose email address are registered with the Company / Depository Participants for communication purpose unless any members has requested for hard copy of Annual Report. For members who have not registered their email address, physical copies of the Annual Report 2017 are being sent by the permitted mode. Members are requested to bring their own copies of the Annual Report and Admission Slip at the Meeting.
- (14) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on July 26, 2017, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence July 30, 2017 from 9.00 am and will end August 01, 2017 till 5.00 p.m.
- (15) Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise by opting for e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions of e-voting are as under, members are requested to follow the instructions below to cast their vote through e-voting.
- (16) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut – off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- (17) The Results declared along with the Scrutinizer's Report shall be displayed in the notice board of the Company's registered office and on the website of CDSL. The same will be communicated to the stock exchanges where the company's shares are listed.

BY ORDER OF THE BOARD
For **VCK CAPITAL MARKET SERVICES LIMITED**

BANDANA SAHA
COMPANY SECRETARY

Registered Office
16, India Exchange Place
Room # 19, First Floor
Kolkata - 700001

Dated : June 28, 2017

The Company has appointed **Mrs. Mousumi Banerjee**, Practicing Company Secretary of **M/S MOUSUMI BANERJEE & ASSOCIATES**, Company Secretaries, to act as the Scrutinizer for conducting the scrutiny of the votes cast. The process and manner for availing E-Voting facility is attached with the Notice.

PROCEDURE FOR E-VOTING

(1) In compliance with the provisions of Section 108 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) amended Rules, 2015, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide Members facility to exercise their right to vote by electronic means in respect of business to be transacted at the **34TH ANNUAL GENERAL MEETING (AGM)** which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) by using electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility of voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through Polling Paper.

(2) Persons who have acquired shares and have become Members after the dispatch of Notice of the AGM but before the 'Cut-off Date' of July 26, 2017 may obtain their "Sequence Number" for e-voting from Company's Registrar and Transfer Agent, **M/s. C. B. MANAGEMENT SERVICES (P) LIMITED, SITUATED AT P-22, BONDEL ROAD, KOLKATA - 700019 (PH: (91)(033) 4011-6700 / 11 / 18 / 23 / 28).**

(3) The e-voting period commences from July 30, 2017 at 9.00 AM and ends on August 01, 2017 at 5.00 PM

(A) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the shareholders, he/she shall not be allowed to change it subsequently.

(B) The instructions for members for voting electronically are as under:-

(a) Log on to the e-voting website www.evotingindia.com

(b) Click on "Shareholders" tab.

(c) Now Enter your User ID (For CDSL : 16 Digits Beneficiary ID; For NSDL : 8 Character DP ID followed by 8 Digits

Client ID). Members holding shares in Physical Form should enter Folio Number Registered with the Company.

(d) Next enter the Image Verification as displayed and click on log in.

(e) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing password is to be used.

(f) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form as well as Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participants are requested to use the first 2 Alphabets from First Holder Name + 8 Characters of sequence number in the PAN field. In case the sequence number is less than 8 Characters then insert applicable number of 0's after the first 2 Alphabets of the Name in CAPITAL LETTERS, to fulfill the 10 character requirements. Example if your name is RAMESH KUMAR with sequence number 1, then enter RA00000001 in the PAN field.
DOB*	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details*	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member ID/ Folio no. in the Dividend Bank's details field as mentioned in instruction vii.

(g) After entering these details appropriately, click on "SUBMIT" tab

- (h) Members holding shares in physical form will then reach directly the 'Company Selection Screen'. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (j) Now, select the Electronic Voting Sequence Number (EVSN) - "170623005" along with "**VCK CAPITAL MARKET SERVICES LIMITED**" from the drop down menu and click on "SUBMIT".
- (k) On the voting page, you will see Resolution Description and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolutions.
- (m) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (n) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on '**CLICK HERE TO PRINT**' option on the Voting page.
- (p) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on *Forgot Password* & enter the details as prompted by the system.
- (q) Note for
- (i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details, a Compliance User should be created using the Admin Login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
- (C) The voting period begins on July 30, 2017 from 9.00 am and will end August 01, 2017 till 5.00 p.m. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 26, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (4) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF) / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at **mousumi.pcs@gmail.com** with a copy marked to helpdesk.evoting@cdslindia.com on or before 1st day of August, 2017 by 5 pm, without which the vote shall not be treated as valid.
- (5) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of July 26, 2017.
- (6) The Notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 30th June, 2017.
- (7) The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 26th July, 2017. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- (8) Mrs. Mousumi Banerjee, Practicing Company Secretary (Membership No. 8783) has been appointed as the Scrutinizer for the e-voting processes in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (9) The result shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and also of the Company and will be communicated to The Bombay Stock Exchange and The Calcutta Stock Exchange Limited, where the Company's shares are listed.
- (10) The Scrutinizer's decision on the validity of the Ballot Paper/ Polling Paper form shall be final.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102 (1) of the Companies Act, 2013(The Act), the following statements set out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated 28th June, 2017.

ITEM NO. 4

Mr. Samir Kothari was appointed as the Managing Director of the Company for the period of one year commencing from 01-July-2016 to 30-June-2017.

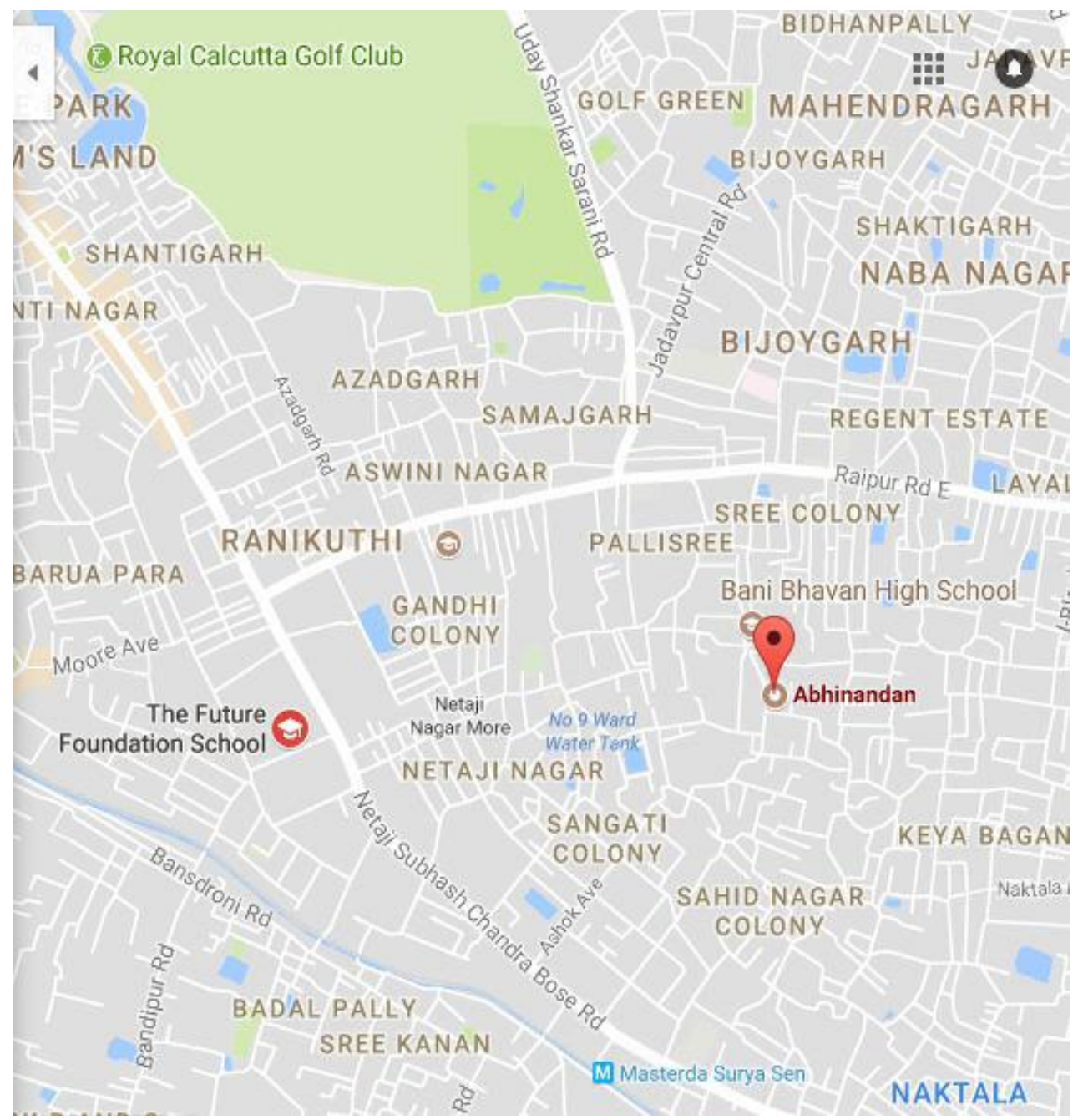
Mr. Samir Kothari is working with the Company for a long period of time. He has enormous experience and knowledge in the

affairs of the Company. The Company has achieved notable growth in his presence.

Considering the above and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 28-June-2017, subject to the approval from shareholders re-appointed Mr. Samir Kothari as the Managing Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Samir Kothari himself is interested or concerned in the resolution set out in Item No. 4. of the Notice.

ROUTE MAP



DIRECTORS' REPORT

To The Members Of
VCK CAPITAL MARKET SERVICES LIMITED

Your Directors have pleasure in presenting their **THIRTY FOURTH ANNUAL REPORT** of the Company together with Audited Statement of Accounts for the year ended **MARCH 31, 2017**

FINANCIAL HIGHLIGHTS

The highlights of the Financial Results are as under :

	(` /000s)	
	FOR THE YEAR ENDED	
	31-MAR-2017	31-MAR-2016
Income From Operations	2,666.94	4,387.87
Other Income	15.55	6.96
Total Income	2,682.49	4,394.83
Expenses [Except Depreciation Expenses]	3,755.63	5,897.35
PROFIT / (LOSS) BEFORE DEPRECIATION, AMORTISATION AND TAXATION	(1,073.14)	(1,502.52)
Provision For Depreciation	--	--
Add/(Less) : Prior Period Adjustments (Net)	--	--
PROFIT / (LOSS) BEFORE TAX	(1,073.14)	(1,502.52)
Provision For Fringe Benefit Tax	--	--
Add : Deferred Tax Liability Written Back	7.77	4.64
PROFIT / (LOSS) BEFORE EXTRA-ORDINARY ITEMS [NET OF TAX EXPENSES]	(1,065.37)	(1,497.88)
Less : Extra-Ordinary Items [Net of Tax Expenses]	--	(137.54)
PROFIT / (LOSS) AFTER TAX	(1,065.37)	(1,635.42)
PAID-UP SHARE CAPITAL	90,587.86	90,587.86

OPERATING & FINANCING PERFORMANCE

There was a steep fall in the Operating Income of the Company during the year under review. The Income from Operations has decreased by 39.22%. However there has been an increase in the Other Income of the Company during the year.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the operational activities of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes and commitments, affecting the Financial position of the Company which have occurred

between the End of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

DIVIDEND

No Dividend have been paid during the year under review.

TRANSFER TO RESERVE

There has been no transfer of profit to any reserve during the year under review.

CAPITAL STRUCTURE

During the year, there has been no change in the Capital Base of the Company, which comprises of 90,50,286 Equity Shares of ` 10/- each.

SUBSIDIARY / JOINT VENTURES / ASSOCIATES

The company has no Subsidiary/ Joint Ventures/ Associates.

EXTRACTS OF ANNUAL RETURN

In terms of requirement of Section 134(3)(a) of the Companies Act, 2013, the Extract of the Annual Return in Form MGT-9 is annexed herewith and marked as **Annexure - 'I'**.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors state that :

- in the preparation of Annual Accounts, the applicable accounting standard have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of Financial Year March 31, 2017 and the Profit or Loss of the Company for the period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;

- the Directors had prepared the Annual Accounts for the Financial Year Ended March 31, 2017 on a going concern basis.
- the Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control in all areas.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board consists of the following persons:

Key Managerial Personnel

- (1) Mr. Samir Kothari ~ Managing Director
- (2) Mr. Ayan Bhattacharya ~ Chief Financial Officer

Non-Executive, Non-Independent Directors

- (1) Mr. Hemal Kampani
- (2) Mrs. Shilpa Kampani
- (3) Mr. Sandip Kampani

Non-Executive, Independent Directors

- (1) Mr. Pradip Belawala
- (2) Mr. Madhukar Manilal Bhagat
- (3) Mr. Prafull Pranjivan Shah
- (4) Mr. Nabankur Roy

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Shilpa Kampani, Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer for re-appointment.

The above re-appointments form part of the Notice of the Annual General Meeting.

Appointment

- Mr. Ayan Bhattacharjee has been appointed as the Chief Financial Officer w.e.f. May 20, 2016

Cessation

- Ms. Jayanti Pal Choudhury, Company Secretary, has submitted her resignation to the Board w.e.f. October 01, 2016. The Board placed its gratitude for the valuable service rendered by her during her tenure as the Company Secretary;

MEETINGS OF THE BOARD

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. During the year, 7 (Seven) Board Meetings were held on the following dates:

- (i) May 30, 2016
- (ii) June 30, 2016
- (iii) August 12, 2016
- (iv) September 30, 2016
- (v) November 14, 2016
- (vi) February 10, 2017
- (vii) March 30, 2017

The composition of the Board and the attendance details of the Members are given below:

Name of the Directors	Category	No. of Meetings	
		Held	Attended
Samir Kothari	Executive	7	7
Hemal Kampani	Non-Executive, Non-Independent	7	7
Shilpa Kampani	Non-Executive, Non-Independent	7	7
Sandip Kampani	Non-Executive, Non-Independent	7	7
Madhukar Manilal Bhagat	Non-Executive, Independent	7	7
Pradip Belawala	Non-Executive, Independent	7	7
Nabankur Roy	Non-Executive, Independent	7	7
Prafull Pranjivan Shah	Non-Executive, Independent	7	7

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 30, 2017, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole ;
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

DECLARATION BY INDEPENDENT DIRECTORS'

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS' AND AUDITORS' REPORT

Statutory Auditors

M/S. S. RAMANAND AIYAR & CO., Chartered Accountants, was appointed in the Annual General Meeting held on August 06, 2014 for 5 (Five) years, subject to the ratification by shareholders at every Annual General Meeting.

Members are requested to ratify the appointment in the ensuing Annual General Meeting.

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

The observations of the Auditors are duly dealt in Notes of Accounts attached to the Balance Sheet and are self-explanatory in nature.

Secretarial Audit

The Board has appointed M/s. Mousumi Banerjee & Associates, Practicing Company Secretaries, to carry out the Secretarial Audit

pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2016-17. The Secretarial Audit Report for the Financial Year ended March 31, 2017 is annexed herewith and marked as **Annexure – 'II'** to this Report.

COMMITTEES OF THE BOARD

The Company has constituted different Committees under the Board that are mandated under the Companies Act, 2013.

[I] Mandatory Committees

(a) Audit Committee

The Audit Committee of the Board of Directors oversees the Financial Statements and Financial Reporting before submission to the Board.

The Audit Committee is responsible for the recommendation of the appointment, remuneration, performance and oversight of the Internal and Statutory Auditors. It reviews the Reports of the Internal Auditors and Statutory Auditors. The Senior Management Personnel are invited to the meetings of the Audit Committee, along with the Head of Internal Audit.

During the year under review, the Audit Committee met 4 (Four) times to deliberate on the various matters. The Meetings were held on May 30, 2016; August 12, 2016; November 14, 2016 and February 10, 2017

The composition of the Committee and the attendance details of the Members are given below:

Name of the Directors	Category	No. of Meetings	
		Held	Attended
Prafull Pranjivan Shah	Chairman, Non-Executive, Independent	4	4
Madhukar Manilal Bhagat	Non-Executive, Independent	4	4
Sandip Kampani	Non-Executive, Non-Independent	4	4

(b) Nomination and Remuneration Committee

Your Company has reconstituted the Nomination and Remuneration Committee of the Company pursuant to the provisions of Section 178 of the Companies Act, 2013. The functions of this Committee include identification of persons who are qualified to become Directors and who may be appointed as Senior Management, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every Director's performance, formulation of Remuneration Policy to include recommendation of remuneration for Directors, Key Managerial Personnel and Senior Management.

At present, there are 4 (Four) Members of the Nomination and Remuneration Committee, in which all are Non-Executive Directors, out of which 3 (Three) are Independent.

During the year under review, the Nomination and Remuneration Committee met once in order to appoint the Chief Financial Officer and to deliberate on the various matters. The Meeting was held on May 30, 2016

The composition Committee and the attendance details of the Members are given below:

Name of the Directors	Category	No. of Meetings	
		Held	Attended
Pradip Belawala	Chairman, Non-Executive, Independent	1	1
Hemal Kampani	Non-Executive	1	1
Prafull Pranjivan Shah	Non-Executive, Independent	1	1
Nabankur Roy	Non-Executive, Independent	1	1

Remuneration Policy, Details of Remuneration and Other Terms of Appointment of Directors.

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a Policy for Selection and Appointment of Directors, Senior

Management and their remuneration. This Policy inter-alia includes:

(i) Criteria of Selection of Non-Executive Directors

- Non-Executive Directors will be selected on the basis of Identification of Industry / subject leaders with strong experience. The advisory area and therefore the role may be defined for each independent director;
- The Nomination and Remuneration Committee shall ensure that the Candidate identified for Appointment as a Director is not disqualified for Appointment under Section 164 of the Companies Act, 2013.
- In case of Appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

(ii) Remuneration

Pursuant to the resolution passed at the Board Meeting held on 6th February, 2015, Independent Directors have decided to waive off their sitting fees till the time company comes out of the Financial Crunch. However if the Company makes profit then:

- The Independent Directors shall be entitled to receive remuneration by way of sitting fees for each meeting of the Board or Committee of the Board attended by them, or such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- In addition, Independent Directors shall be entitled to receive reimbursement of expenses for participation in the Board/Committee Meetings.

(c) Stakeholders Relationship and Grievance Committee

Your Company has reconstituted the Stakeholders Relationship and Grievance Committee of the Company pursuant to Section 178 of the Companies Act, 2013 which comprises of 3 (Three) Non-Executive Directors. The committee is headed by Mr. Pradip Belawala.

During the year under review, the Stakeholders Relationship and Grievance Committee met Twice in order to take on note the Share Transfer / Transmission / Remat of Shares / Sub-Division as intimated by the RTA of the Company. The Meetings were held on October 26, 2016 and December 06, 2016.

The composition of the Share Transfer and Stakeholders Relationship Committee is given below:

Name of the Directors	Category	No. of Meetings	
		Held	Attended
Pradip Belawala	Chairman, Non-Executive, Independent	2	2
Hemal Kampani	Non-Executive	2	2
Sandip Kampani	Non-Executive	2	2

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

A Vigil (Whistle Blower) mechanism provides a formal mechanism to the Employees and Directors to report to the Management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of Employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. Pursuant to the requirements of the Act, the Company has established vigil mechanism for its Directors and Employees under the supervision of Audit Committee. A Whistle Blower Policy setting out the vigil mechanism is already in place in your Company.

RISK MANAGEMENT POLICY

The Management has put in place adequate and effective system and man power for the purposes of risk management. In the

opinion of the Board, following would threaten the existence risk of the Company:

– **Staying one step ahead of risk**

The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non business risks.

FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually including the Chairman of the Board as well as the evaluation of the Committees of the Board. The performance evaluation of the Independent Directors was also carried out by the entire Board.

The results of the evaluation done by Independent Directors were reported to the Chairman of the Board. It was reported that the performance evaluation of the Board, Committee etc. was satisfactory. The Directors expressed their satisfaction with the evaluation process.

VCK FIXED DEPOSIT SCHEMES

As reported earlier the Company continued honouring all its obligations regarding Fixed Deposit repayments on maturity including interest thereon.

Information as per Non-Banking Finance Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 as on March 31, 2017 is furnished below :

– **Unclaimed Deposits**

Against the amount lying under Unclaimed Public Deposits, an Investors Education and Protection Fund has been opened. The amount lying in Investor Education and Protection Fund as on March 31, 2017 is ` 45,533/-.

ORDERS PASSED BY THE REGULATORS

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN

There have been no cases lodged under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The particulars of Conservation of Energy and Technology Absorption as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are not applicable to the Company.

FOREIGN EXCHANGE EARNINGS OUT-CO

During the period under review there was no Foreign Exchange Earnings or out flow.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

The Disclosures with respect to the Remuneration of Directors and Employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with, a statement containing particulars of Employees as required under Section 197 of Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith and marked as **Annexure – "III"** and form part of this report.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with the Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

PARTICULARS OF LOAN GIVEN, INVESTMENTS MADE, GUARANTEES AND SECURITIES PROVIDED

No loan given, investment made, guarantee given and security provided during the Financial Year under Report.

DEPOSITORY SYSTEM

As the Members are aware, your Company's shares are tradable compulsorily in Electronic Form and the Company has established connectivity with both the Depositories in the Country i.e. NSDL and CDSL. In view of the various advantages offered by the Depository System, Members are requested to avail of the facility of dematerialization of the Company's shares on either of the aforesaid Depositories.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct, which is applicable to the Members of the Board and all Employees in the course of day-to-day business operations of the Company. A copy of Certificate of Compliance thereof is annexed herewith and marked as **Annexure – 'IV'**.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in Securities by the Directors and Designated Employees of the Company. The Board is responsible for implementation of the Code.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

According to SEBI (Listing Obligations and Disclosure Requirements), 2015, Regulation 27(2) does not stand applicable for the Company during this Financial Year 2016-17. Therefore the Corporate Governance Report is not mandatory for the Company.

CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, the provisions for Corporate Social Responsibility are not applicable to the Company.

LISTING

Your Company's shares are listed at BSE Limited and The Calcutta Stock Exchange Limited. However, delisting Application with The Calcutta Stock Exchange Limited is still under process.

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As required under Regulation 17(8) of the Listing Obligations and Disclosures Requirements formulated by Securities and Exchange Board of India (SEBI), the CEO/CFO certification has been submitted to the Board and a copy thereof is annexed herewith and marked as Annexure – 'V'.

ACKNOWLEDGEMENT

Your Directors wish to thank the Shareholders, Clients, Bankers and Others associated with the Company for their continued support during the year. Your Directors also wish to place on record their appreciation for the dedication and commitment of the Employees at all levels.

ON BEHALF OF THE BOARD OF DIRECTORS

HEMAL KAMPANI
CHAIRMAN

Place : Kolkata

Date : May 30, 2017

ANNEXURE - I TO THE DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

[I] REGISTRATION AND OTHER DETAILS

(i) CIN	L67190WB1983PLC035658
(ii) Registration Date	January 10, 1983
(iii) Name of the Company	VCK CAPITAL MARKET SERVICES LIMITED
(iv) Category / Sub-Category of the Company	Public Company / Limited By Shares
(v) Address of the Registered Office	16, India Exchange Place Room No. 19, First Floor, Kolkata – 700001
(vi) Contact Details	(91) (033) 2231-1038 / 39
(vii) Whether Listed Company	Yes
(viii) Name, Address and Contact Details of Registrar & Transfer Agent	C.B. Management Services Private Limited P-22, Bondel Road, Kolkata - 700019 Phone : (91) (033) 4011-6700 / 2280-6692 (91) (033) 2282-3643 / 2287-0263 Fax : (91) (033) 4011-6739 E-mail : rta@cbmsl.com Website : www.cbmsl.com

[II] PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the Total Turnover of the Company are given below:-

Sl. No.	Name and Description of main products/services	NIC Code of the product/service	% of total turnover of the Company
1.	Management of Mutual Funds	66301	95.00
2.	Management of Other Investment Funds	66309	5.00

[III] PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of Company	Address of Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
NIL						

[IV] SHAREHOLDING PATTERN [EQUITY SHARE CAPITAL BREAK-UP AS PERCENTAGE OF TOTAL EQUITY]

(i) Category-wise Shareholding

Category of Shareholders	No. of shares held at the beginning of the year [As on 01-04-2016]				No. of shares held at the end of the Year [As on 31-03-2017]				%age of Change During the Year
	Demat	Physical	Total (a)	%age of Total	Demat	Physical	Total (b)	%age of Total	
(A) PROMOTERS									
[I] INDIAN									
(a) Individual / HUF	418	--	418	--	418	--	418	--	--
(b) Central Govt.	--	--	--	--	--	--	--	--	--
(c) State Govt(s)	--	--	--	--	--	--	--	--	--
(d) Bodies Corporate	2,433,564	3,100	2,436,664	26.92	2,433,564	3,100	2,436,664	26.92	--
(e) Banks / FIs	--	--	--	--	--	--	--	--	--
(f) Any Other	--	--	--	--	--	--	--	--	--
SUB-TOTAL (A) (I)	2,433,982	3,100	2,437,082	26.92	2,433,982	3,100	2,437,082	26.92	--
[II] FOREIGN									
(a) NRIs - Individual	--	750,000	750,000	8.30	--	750,000	750,000	8.30	--
(b) Other - Individual	--	--	--	--	--	--	--	--	--
(c) Bodies Corporate	--	--	--	--	--	--	--	--	--
(d) Banks / FIs	--	--	--	--	--	--	--	--	--
(e) Any Other	--	--	--	--	--	--	--	--	--
SUB-TOTAL (A) (II)	--	750,000	750,000	8.30	--	750,000	750,000	8.30	--
TOTAL SHAREHOLDING OF PROMOTERS (A)=(A)(I)+(A)(II)	2,433,982	753,100	3,187,082	35.22	2,433,982	753,100	3,187,082	35.22	--
(B) PUBLIC SHAREHOLDING									
[I] INSTITUTIONS									
(a) Mutual Funds	--	--	--	--	--	--	--	--	--
(b) Banks / FIs	--	--	--	--	--	--	--	--	--

Category of Shareholders	No. of shares held at the beginning of the year [As on 01-04-2016]				No. of shares held at the end of the Year [As on 31-03-2017]				%age of Change During the Year
	Demat	Physical	Total (a)	%age of Total	Demat	Physical	Total (b)	%age of Total	
(c) Central Govt.	--	--	--	--	--	--	--	--	--
(d) State Govt(s)	--	--	--	--	--	--	--	--	--
(e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
(f) Insurance Cos.	--	--	--	--	--	--	--	--	--
(g) FIs	--	--	--	--	--	--	--	--	--
(h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
(i) Others [Specify]	--	--	--	--	--	--	--	--	--
SUB-TOTAL (B) (I)	--	--	--	--	--	--	--	--	--
(II) NON-INSTITUTIONS									
(a) Body Corporates									
(i) Indian	818,212	499,464	1,317,676	14.56	937,475	378,664	1,316,139	14.54	(0.02)
(ii) Overseas	--	--	--	--	--	--	--	--	--
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ` 1 Lac	1,146,199	2,045,454	3,191,653	35.27	1,053,526	1,996,333	3,049,859	33.70	(1.57)
(ii) Individual Shareholders holding nominal share capital in excess of ` 1 Lac	373,396	--	373,396	4.13	932,647	137,949	1,070,596	11.83	7.70
(c) Others [specify]	461,877	518,602	980,479	10.83	5,204	421,406	426,610	4.71	(6.12)
SUB-TOTAL (B) (II)	2,799,684	3,063,520	5,863,204	64.78	2,928,852	2,934,352	5,863,204	64.78	--
TOTAL SHAREHOLDING OF PUBLIC SHAREHOLDING (B)=(B)(I)+(B)(II)	2,799,684	3,063,520	5,863,204	64.78	2,928,852	2,934,352	5,863,204	64.78	--
(C) SHARES HELD BY CUSTODIAN FOR GDRS AND ADRS	--	--	--	--	--	--	--	--	--
GRAND TOTAL (A + B + C)	5,233,666	3,816,620	9,050,286	100.00	5,362,834	3,687,452	9,050,286	100.00	--

(ii) **Shareholding of Promoters**

Sl. No.	Shareholders' Name	Shareholding at the beginning of the Year [As on 01-04-2016]			Shareholding at the end of the Year [As on 31-03-2017]			%age of Change During the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	VCK Share & Stock Broking Services Limited	2,434,514	26.90	--	2,434,514	26.90	--	--
2.	VCK Investments Private Limited	2,150	0.02	--	2,150	0.02	--	--
3.	Reinhold Jungmann	750,000	8.30	--	750,000	8.30	--	--
4.	Sandip Kampani	298	0.00	--	298	0.00	--	--
5.	Hemal Kampani	120	0.00	--	120	0.00	--	--
	TOTAL	3,18,7082	35.22	--	3,187,082	35.22	--	--

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

Sl. No.	Particulars	Shareholding at the beginning of the Year [As on 01-04-2016]		Cumulative Shareholding at the end of the Year [As on 31-03-2017]	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the Year	3,187,082	35.22	3,187,082	35.22
	Date-wise Increase / (Decrease) in Promoters Shareholding during the year specifying the reasons for Increase / (Decrease) [eg. Allotment / Transfer / Bonus / Sweat Equity etc.]	No Change		No Change	
	At the end of the Year	3,187,082	35.22	3,187,082	35.22

(iv) **Shareholding Pattern of Top Ten Shareholders** [Other than Directors, Promoters and Holders of GDRs & ADRs]

Sl. No.	Folio No.	Name	Remarks	Shareholding / Transaction Date	Shareholding at the beginning of the Year [As on 01-04-2016]		Cumulative Shareholding at the end of the Year [As on 31-03-2017]	
					No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	IN30012610753525	JM FINANCIAL AND INVESTMENT CONSULTANCY SERVICES PVT. LTD.	At the beginning of the year	01-04-2016	353,938	3.91	353,938	3.91
			At the end of the year	31-03-2017	--	--	353,938	3.91

Sl. No.	Folio No.	Name	Remarks	Shareholding / Transaction Date	Shareholding at the beginning of the Year [As on 01-04-2016]		Cumulative Shareholding at the end of the Year [As on 31-03-2017]	
					No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
2.	IN30032710202539	INNOVATIVE CAPITAL STRATEGIES PVT. LTD.	At the beginning of the year	01-04-2016	175,116	1.93	175,116	1.93
			Decrease	14-10-2016	175,116	1.93	--	--
			At the end of the year	31-03-2017	--	--	--	--
3	IN30036020087818	HITESH RAMJI JAVERI	At the beginning of the year	01-04-2016	150,103	1.66	150,103	1.66
			At the end of the year	31-03-2017	--	--	150,103	1.66
4.	1201370000008131	CHIRAYUSH PRAVIN VAKIL	At the beginning of the year	01-04-2016	131,239	1.45	131,239	1.45
			Increase	20-05-2016	500	0.01	131,739	1.46
			Increase	16-09-2016	2,048	0.02	133,787	1.48
			Increase	25-11-2016	100	0.00	133,887	1.48
			Increase	06-01-2017	821	0.01	134,708	1.49
			Increase	20-01-2017	1,000	0.01	135,708	1.50
			Increase	27-01-2017	2,700	0.03	138,408	1.53
At the end of the year	31-03-2017	--	--	138,408	1.53			
5.	R0000965	ROSY SALE PROMOTION PVT. LTD.	At the beginning of the year	01-04-2016	120,800	1.33	120,800	1.33
			Decrease	28-10-2016	120,800	1.33	--	--
			At the end of the year	31-03-2017	--	--	--	--
6.	A0000874	ANABHI COMPUTER PVT. LTD.	At the beginning of the year	01-04-2016	105,000	1.16	105,000	1.16
			At the end of the year	31-03-2017	--	--	105,000	1.16
7.	1302590001221277	NEHAL PRAFULKUMAR GANDHI	At the beginning of the year	01-04-2016	92,054	1.02	92,054	1.02
			At the end of the year	31-03-2017	--	--	92,054	1.02
8.	IN30036020087795	HARSHA HITESH JAVERI	At the beginning of the year	01-04-2016	78,850	0.87	78,850	0.87
			At the end of the year	31-03-2017	--	--	78,850	0.87

Sl. No.	Folio No.	Name	Remarks	Shareholding / Transaction Date	Shareholding at the beginning of the Year [As on 01-04-2016]		Cumulative Shareholding at the end of the Year [As on 31-03-2017]	
					No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
9.	1205320000004177	VCK SHARE AND STOCK BROKING SERVICES LTD.	At the beginning of the year	01-04-2016	70,724	0.78	70,724	0.78
			Increase	20-05-2016	1	0.00	70,725	0.79
			Increase	27-05-2016	430	0.00	71,155	0.79
			Increase	10-06-2016	700	0.01	71,855	0.79
			Increase	24-06-2016	758	0.01	72,613	0.80
			Increase	29-07-2016	985	0.01	73,598	0.81
			Increase	12-08-2016	1,191	0.01	74,789	0.83
			Increase	16-09-2016	526	0.01	75,315	0.83
			Decrease	23-09-2016	6,575	0.07	68,740	0.76
			Decrease	07-10-2016	498	0.01	68,242	0.75
			Decrease	21-10-2016	56,082	0.62	12,160	0.13
			Decrease	28-10-2016	10,600	0.12	1,560	0.02
			Increase	27-01-2017	505	0.01	2,065	0.02
At the end of the year	31-03-2017	--	--	2,065	0.02			
10.	1205320000038158	INNOVATIVE CAPITAL STRATEGIES PVT. LTD.	At the beginning of the year	01-04-2016	14,996	0.17	14,996	0.17
			Increase	21-10-2016	175,116	1.93	190,112	2.10
			Increase	11-11-2016	120,800	1.33	310,912	3.44
			At the end of the year	31-03-2017	--	--	310,912	3.44
11.	IN30046810072591	KK SECURITIES LIMITED	At the beginning of the year	01-04-2016	--	--	--	--
			Increase	21-10-2016	40000	0.44	40000	0.44
			Increase	28-10-2016	27913	0.31	67913	0.75
			At the end of the year	31-03-2017	--	--	67913	0.75
12.	J0500142	J M SHARE & STOCK BROKERS LTD	At the beginning of the year	01-04-2016	60246	0.67	60246	0.67
			At the end of the year	31-03-2017	--	--	60246	0.67

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

Sl. No.	Name	Shareholding at the beginning of the Year [As on 01-04-2016]		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding at the end of the Year [As on 31-03-2017]	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1.	SAMIR KOTHARI	200	0.00	--	No Change	--	200	0.00
2.	HEMAL KAMPANI	120	0.00	--	No Change	--	120	0.00
3.	SANDIP KAMPANI	298	0.00	--	No Change	--	298	0.00
4.	SHILPA KAMPANI	89,345	0.99	28-10-2016	(19,000)	Sale	70,345	0.78
5.	PRADIP BELAWALA	678	0.01	--	No Change	--	678	0.01
6.	MADHUKAR M. BHAGAT	226	0.00	--	No Change	--	226	0.00
7.	NABANKUR ROY	--	--	--	No Change	--	--	--
8.	PRAFUL PRANJIVAN SHAH	--	--	--	No Change	--	--	--

[V] **INDEBTEDNESS**

Indebtedness of the Company including Interest Outstanding / Accrued but not due for Payment [Refer Note 4]

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year [01-04-2016]				
(i) Principal Amount	--	3,543,580	--	3,543,580
(ii) Interest Due, but, Not Paid	--	--	--	--
(iii) Interest Accrued, but, Not Due	--	--	--	--
Total (i) + (ii) + (iii)	--	3,543,580	--	3,543,580
Change in Indebtedness during the Financial Year				
(i) Addition	--	--	--	--
(ii) Reduction	--	3,464,140	--	3,464,140
Exchange Difference	--	3,464,140	--	3,464,140
Indebtedness at the end of the Financial Year [31-03-2017]				
(i) Principal Amount	--	79,440	--	79,440
(ii) Interest Due, but, Not Paid	--	--	--	--
(iii) Interest Accrued, but, Not Due	--	--	--	--
Total (i) + (ii) + (iii)	--	79,440	--	79,440

[VI] REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Remuneration to Managing Director, Whole-time Director, and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount (in Rs.)
		SAMIR KOTHARI Managing Director	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	--	--
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	--	--
	(c) Profits in lieu of salary u/s. 17(3) of the Income Tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission		
	– as % of profit	--	--
	– others	--	--
5.	Others	--	--
	TOTAL (A)	--	--

(ii) Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of the Director				Total Amount (in Rs.)
I	INDEPENDENT DIRECTORS	MADHUKAR MANILAL BHAGAT	NABANKUR ROY	PRADIP BELAWALA	PRAFULL PRANJIVAN SHAH	
	– Fee for attending board / committee meeting	--	--	--	--	--
	– Commission	--	--	--	--	--
	– Others	--	--	--	--	--
	TOTAL (I)	--	--	--	--	--
II	OTHER NON-EXECUTIVE DIRECTORS	SANDIP KAMPANI	HEMAL KAMPANI	SHILPA KAMPANI		
	– Fee for attending board / committee meeting	--	--	--		--
	– Commission	--	--	--		--
	– Others	--	--	--		--
	TOTAL (II)	--	--	--		--
	TOTAL (A) = (I + II)	--	--	--	--	--
	TOTAL MANAGERIAL REMUNERATION	--	--	--	--	--
	OVERALL CEILING AS PER THE ACT	--	--	--	--	--

(iii) **Remuneration to Key Managerial Personnel other than MD / WTD / Manager**

Sl. No.	Particulars of Remuneration	Name of the Key Managerial Personnel			Total Amount (in Rs.)
		CEO	CFO AYAN BHATTACHARYA	CS * JAYANTI PAL CHOUDHURY	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	--	--	270,825	--
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary u/s. 17(3) of the Income Tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission	--	--	--	--
	– as % of profit	--	--	--	--
	– others	--	--	--	--
5.	Others	--	--	--	--
	TOTAL (A)	--	--	270,825	--

* Jayanti Pal Choudhury resigned from the post of Company Secretary w.e.f 1st October, 2016.

[VII] PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (Give Details)
Penalty			NIL		
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE - II TO THE DIRECTORS' REPORT

FORM NO. MR -3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

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

To
The Members,
VCK CAPITAL MARKET SERVICES LTD
16,India Exchange Place 1st Floor, Room No- 19
Kolkata -700001

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good Corporate Practices by **VCK CAPITAL MARKET SERVICES LIMITED** (hereinafter referred to as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis of evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of Secretarial records and for devising proper system to ensure Compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the Secretarial records, standards and procedures followed by the Company with respect to Secretarial Compliances.

We believe that Audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis of our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agent and Authorized Representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on the 31st day of March' 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the

financial year ended on the 31st Day of March' 2017 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the Rules made there under;
- (2) The Securities Contract (Regulations) Act, 1956 (SCRA) and the Rules made there under.
- (3) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under.
- (4) Foreign Exchange Management Act, 1999, and the Rules and Regulations made there under.
- (5) The Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations Act, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 1992;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with clients;
- (6) Supreme Court Guidelines of Prevention of Sexual Harassment.
- (7) Taxation Laws and Rules made there under; viz:
 - (a) Income Tax;
 - (b) Service Tax;
 - (c) Professional Tax;
 - (d) Tax Deducted At Source
- (8) The Payment of Bonus Act, 1965;
- (9) The Payment of Gratuity Act, 1972;
- (10) The Employees Provident Fund & Miscellaneous Act, 1952;
- (11) The Public Liability Insurance Act, 1991.

WE HAVE ALSO EXAMINED COMPLIANCE WITH APPLICABLE CLAUSES OF THE FOLLOWING:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange(s)

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

- (i) The Company has yet to file certain resolutions and agreement required to be filed with ROC Under Section 117 of the Companies Act, 2013.

WE FURTHER REPORT THAT AS FAR AS WE ARE ABLE TO ASCERTAIN:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non –Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried out while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the

company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination on a test-check basis was limited to the procedure followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover we have not covered any matter related to any other laws, other than those mentioned in the report which may be applicable to the Company, except, the aforementioned corporate and other laws of the Union of India.

For, **MOUSUMI BANERJEE & ASSOCIATES**
COMPANY SECRETARIES

(MOUSUMI BANERJEE)
C.P. No: - 9132
Membership No: - F8783

Place: Kolkata
Date: 30-May-2017

ANNEXURE 'A' TO THE SECRETARIAL AUDIT REPORT

To
The Members,
VCK CAPITAL MARKET SERVICES LTD
16, India Exchange Place, Room # 19, 1st Floor,
Kolkata -700001

Our report of even date is to be read along with this letter.

- (1) Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audits.

- (2) We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the fairness of the contents of the secretarial records. The verification was done on test basis to ensure that the facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness of Financial Records and Books of Accounts of the Company.

(4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

effectiveness with which the management has conducted the affairs of the Company.

(5) The compliance of the provisions and other applicable laws, rules, regulations, standards, is the responsibility of the Management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.

For, **MOUSUMI BANERJEE & ASSOCIATES**
COMPANY SECRETARIES

(MOUSUMI BANERJEE)

C.P. No: - 9132

Membership No: - F8783

(6) The Secretarial Audit Report is neither an assurance to the future viability of the Company nor of the efficacy or

Place: Kolkata

Date: 30-May-2017

ANNEXURE - III TO THE DIRECTORS' REPORT

PARTICULARS OF MANAGERIAL REMUNERATION

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) **The ratio of the remuneration of each director to the median remuneration of the employees and percentage increase in remuneration of the Directors and Key Managerial Personnel of the Company for the financial year:**

Name of Directors & Key Managerial Personnel	Designation	Increase in Remuneration in the financial year (%)	Ratio of remuneration of each director to median remuneration of all employees*
SAMIR KOTHARI	Managing Director	--	--
AYAN BHATTACHARJEE	Chief Financial Officer	24.24%	--
JAYANTI PAL CHOUDHURY	Company Secretary	--	--

*None of the Directors receive any remuneration from the Company.

(ii) **Percentage increase in the median remuneration of employees in the Financial Year: Nil**

(iii) **The number of permanent employees on the rolls of the Company : 4**

(iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentile increase in the salaries of non-managerial employees in the Financial Year 2016 -17 was NIL while the average percentile increase in the Managerial remuneration was 24.24%.

(v) **It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.**

Statement of Particulars of Employees pursuant to the Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name of the Employee	Designation	Remuneration Received (₹)	Nature of Employment	Qualification	Experience (Years)	Date of Commencement of Employment	Age (Years)	Last Employment	% of Equity Share held In the Company	Relation with Director, if any
1.	AYAN BHATTACHARJEE	CHIEF FINANCIAL OFFICER (W.E.F. 20.05.2016)	3,07,500/-	Permanent	B.Com. (H)	10	20-May-2016	35	VCK Share & Stock Broking Services Limited	Nil	None
2.	JAYANTI PAL CHOUDHURY	COMPANY SECRETARY	2,70,825/-	Permanent	B.Com. (H); C.S.	9.4	30-Jan-2016	35	Emerald Mineral Exim Limited	Nil	None
3.	ASHIM KUMAR DEY	OFFICE ASSISTANT	88,450/-	Permanent	Class IX	17	01-April-2000	44	--	Nil	None
4.	SUSANTA KUMAR NAYAK	OFFICE ASSISTANT	88,450/-	Permanent	Class X	29	01-April-2000	44	Royal Airlines	Nil	None

FOR AND ON BEHALF OF THE BOARD

SAMIR KOTHARI
MANAGING DIRECTOR
(DIN : 00561835)

HEMAL KAMPANI
DIRECTOR
(DIN : 00057715)

Dated : 30-May-2017

Place : Kolkata

ANNEXURE - IV TO THE DIRECTORS' REPORT

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed the Compliance of the Code of Conduct for the year ended March 31, 2017.

For **VCK CAPITAL MARKET SERVICES LIMITED**

SAMIR KOTHARI
MANAGING DIRECTOR

Place : Kolkata
Date : May 30, 2017

ANNEXURE – V TO THE DIRECTORS' REPORT

CEO / CFO CERTIFICATION

The Board of Directors
VCK Capital Market Services Ltd.
16, India Exchange Place,
Room # 19, First Floor
Kolkata - 700001

We the undersigned; in our respective capacities as Chief Financial Officer and Managing Director of **VCK CAPITAL MARKET SERVICES LIMITED** ("the Company"), to the best of our knowledge and belief, hereby certify that

- (a) We have reviewed the financial statements and the cash flow statements of the Company for the year ended 31st March, 2017 and :
- (i) these statements do not contain any materially untrue statement or omitted any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are no transactions entered into by the company during the year ended March 31, 2017, which are fraudulent, illegal or violate the Company's code of conduct.

- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- (d) We have indicated to the Auditors and the Audit Committee :
- (i) Significant changes in accounting policies during the year and the same has been disclosed in the notes to the financial statements ; and
 - (ii) Instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

SAMIR KOTHARI
MANAGING DIRECTOR

AYAN BHATTACHARJEE
CHIEF FINANCIAL OFFICER

Place: Kolkata
Date: May 30, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC SCENARIO

India's Gross Domestic Product (GDP) grew by 7% year-on-year in October-December 2016 Quarter, which is the strongest among G-20 Countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January, 2017), Indian Economy is expected to grow at 7.2% during FY 2016-17 and further accelerate to 7.7% per cent during FY 2017-18.

The Tax collection figures between April, 2016 and January, 2017 showed an increase in Net Indirect Taxes by 16.9% and an increase in Net Direct Taxes by 10.79% year-on-year, indicating a steady trend of healthy growth.

Corporate Earnings in India are expected to grow by over 20% in FY 2017-18 supported by normalization of profits, especially in Sectors like Automobiles and Banks, while GDP is expected to grow by 7.5% during the same period, according to Bloomberg Consensus.

India has retained its position as the third largest start-up base in the World with over 4,750 Technology start-ups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's Foreign Exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

INDUSTRIAL OVERVIEW

The Capital Market plays a very important role in promoting economic growth through the mobilization of long-term savings and the savings get invested in the economy for productive purpose. The capital market in India is a well-integrated structure and its components include stock exchanges, developed banks investment trusts, insurance corporations and provident fund organization. There are two important operations carried on in these markets. The raising the new capital and Trading in the

securities already issued by the companies. Capital market deals in both, debt and equity. In these markets productive capital is raised and made available to the corporate. Securities and Exchange Board of India (SEBI) has undertaken regulatory framework in the primary market and approved many progressive measures.

FUTURE OUT LOOK

According to the World Bank, the Indian economy will likely grow at 7% in 2016-17, followed by further acceleration to 7.6% in 2017-18 and 7.8% in 2018-19. Demonetization is expected to have a positive impact on the Indian Economy, which will help foster a clean and digitized economy in the long run, according to Ms. Kristalina Georgieva, Chief Executive Officer, World Bank.

The current state of the Economy makes it necessary for the Government to put in place a robust and implementable plan of action.

CAUTIONARY STATEMENT

Certain statements made in the Management Discussion and Analysis Report relating to Company's objectives, projections, outlook, expectations, and estimates may constitute forward looking statements within the meaning of the current market and economic scenario with applicable laws and regulations. Actual results may differ from such expectations, projections in the capital market. Several other factors also could make a significant difference to the Company's operations such as economic condition, Government regulations and taxation, etc.

ON BEHALF OF THE BOARD OF DIRECTORS

HEMAL KAMPANI
CHAIRMAN

Place: Kolkata
Dated: 30-May-2017

INDEPENDENT AUDITORS' REPORT

To the Members of,
VCK CAPITAL MARKET SERVICES LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone Financial Statements of **VCK CAPITAL MARKET SERVICES LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a Summary of the Significant Accounting Policies and other Explanatory Information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance and Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate Accounting Policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting the Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made there under and the Order under Section 143 (11) of the Act.

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

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

We believe that the Audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinion on the Standalone Financial Statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India, subject to the matter stated under emphasis of matter:

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

EMPHASIS OF MATTERS

We draw attention to the following matters in the Notes to the Financial Statements:

- (1) Note No 10(2) under Long Term Loans and Advances regarding no additional write off / provisioning required for other loans, pending final outcome of a sub-judice claim preferred by the Company. Also, the Company has been allotted fully paid equity shares at par against certain loans outstanding as at April 01, 2014, which was also a related subject matter of the above sub-judice loan.
- (2) Note No 12(1) regarding determination of the net realizable value of stock in trade, which has been considered as the fair market value on the basis of Rule 11U and 11UA of the Income Tax Rules.
- (3) Note No 12(2) regarding classification of a Company as an associate Company under Section 2(6) of the Companies Act, 2013. Consolidated Financial Statements have not been prepared since the shares are held as stock-in-trade and would be disposed of in the near future.
- (4) Note 35 regarding non-funding of gratuity liability.

Our opinion is qualified in respect of the matters stated under Items 1, since the same could have a significant impact on the Financials of the Company, which are not determinable presently.

Our opinion is not modified in respect of the other matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- (1) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our Audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.
- (e) On the basis of the written representations received from the Directors as on March 31, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - [I] The Company has not disclosed the impact of pending litigations on its financial position in its financial statements, since the same is not determinable;
 - [II] The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - [III] There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund during the year.

[IV] The Company has provided requisite disclosures in the Standalone Financial Statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 08, 2016 of the Ministry of Finance, during the period from November 08, 2016 to December 30, 2017. Based on the Audit Procedures performed and the representations provided to us by the Management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

(2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "**Annexure B**" a

statement on the matters specified in paragraphs 3 and 4 of the Order.

For **S. RAMANAND AIYAR & CO.,**
Chartered Accountants
(Firm Regn. No. 000990N)

Ravi Kumar Venkatesan
Partner
Membership No. 052145

114F/1D, Selimpur Road,
Kolkata – 700031
Dated : May 30, 2017

ANNEXURE - 'A'

[Referred to in Paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" of our Report of even date]

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have Audited the Internal Financial Controls over Financial Reporting of **VCK CAPITAL MARKET SERVICES LIMITED** ("the Company") as of March 31, 2017 in conjunction with our Audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the

safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on our Audit. We conducted our Audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the Audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects. Our Audit involves performing procedures to obtain Audit evidence about the adequacy of the Internal Financial Controls System over Financial Reporting and their operating effectiveness. Our Audit of

Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. We believe that the Audit evidence we have obtained is sufficient and appropriate to provide a basis for our Audit opinion on the Company's Internal Financial Controls System over Financial Reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted Accounting Principles. A Company's Internal Financial Control over Financial Reporting includes those Policies and Procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S. RAMANAND AIYAR & CO.,**
Chartered Accountants
(Firm Regn. No. 000990N)

Ravi Kumar Venkatesan
Partner
Membership No. 052145

114F/1D, Selimpur Road,
Kolkata – 700031
Dated : May 30, 2017

ANNEXURE - 'B'

[Referred to in Paragraph 2 of our Report of even date]

**To the Members of,
VCK CAPITAL MARKET SERVICES LIMITED
ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR
ENDED MARCH 31, 2017**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our Audit, we report that:

- (i) The Company did not have any Fixed Assets either at the beginning of the year, during the year or at the end of the year and, accordingly, matters specified in Clause (i) of the order is not applicable to the Company for the relevant year.
- (ii) The Stocks of Shares have been physically verified by the Management during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other Parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of Clauses (iii) (a) to (iii) (c) of paragraph 3 of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits during the year and, accordingly, the provisions of Clause (v) of paragraph 3 of the order, is not applicable to the Company. An aggregate amount of ` 30,000/- is outstanding against such deposits accepted by the Company in the earlier years. The Company has transferred an aggregate amount of ` 45,533/- against such unclaimed deposit (inclusive of interest) to the Investor Education and Protection Fund in an earlier year.
- (vi) As per information and explanation given by the Management, maintenance of cost records have not been prescribed by the Central Government under Sub-Section (1) of Section 148 of the Act for the type of business the Company is currently in.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues to the extent applicable have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on March 31, 2017 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and Value Added Tax, which have not been deposited on account of any disputes.
- (viii) Since the Company has not taken any loan amounts from any Financial Institution, Bank, Governments and Debenture-holders, during the year under reference Clause (viii) of paragraph 3 of the said order is not applicable.
- (ix) The Company has not raised any amounts by way of initial public offer or further public offer (including debt instruments) or term loans during the year and accordingly matters specified in clause (ix) of paragraph 3 of the said order is not applicable to the Company for the relevant year.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its Officers or Employees has been noticed or reported during the year.

- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and, accordingly, the matter specified in clause (xii) of paragraph 3 of the said order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the financial statements etc as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures and, accordingly, matters specified in clause (xiv) of paragraph 3 of the said order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence the provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **S. RAMANAND AIYAR & CO.,**
Chartered Accountants
(Firm Regn. No. 000990N)

Ravi Kumar Venkatesan
Partner
Membership No. 052145

114F/1D, Selimpur Road,
Kolkata – 700031
Dated : May 30, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of, VCK CAPITAL MARKET SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by VCK Capital Market Services Limited ("the Company"), for the year ended 31st March, 2017, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2017.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has concluded the affairs of the Company.

For **S. RAMANAND AIYAR & CO.,**
Chartered Accountants
(Firm Regn. No. 000990N)

Ravi Kumar Venkatesan
Partner
Membership No. 052145

114F/1D, Selimpur Road,
Kolkata – 700031
Dated : May 30, 2017

BALANCE SHEET AS AT MARCH 31, 2017

	Note	AS AT MARCH 31, 2017	AS AT MARCH 31, 2016
(` /000s)			
[I] EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	90,587.86	90,587.86
(b) Reserves and Surplus	3	(56,847.71)	(55,782.34)
		33,740.15	34,805.52
(2) NON-CURRENT LIABILITY			
(a) Long Term Borrowings	4	79.44	3,543.58
(b) Long Term Provisions	5	4,941.81	4,915.81
		5,021.25	8,459.39
(3) CURRENT LIABILITIES			
(a) Other Current Liabilities	6	348.04	471.04
TOTAL		39,109.44	43,735.95
[II] ASSETS			
(1) NON-CURRENT ASSETS			
(a) Non-Current Investments	7	818.70	818.70
(b) Deferred Tax Assets	8	32.80	25.03
(c) Long Term Loans and Advances	9	15,577.24	12,693.72
(d) Other Non-Current Assets	10	1.00	1.00
		16,429.74	13,538.45
(2) CURRENT ASSETS			
(a) Inventories	11	22,172.93	24,137.43
(b) Trade Receivables	12	209.66	176.16
(c) Cash and Cash Equivalents	13	251.58	5,823.73
(d) Other Current Assets	14	45.53	60.18
		22,679.70	30,197.50
TOTAL		39,109.44	43,735.95

Significant Accounting Policies

See Accompanying Notes to the Financial Statements

1-36

As per our report of even date

For and on behalf of

S. RAMANAND AIYAR & CO.,

Chartered Accountants

Registration No. 000990N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CA RAVI KUMAR VENKATESAN
Partner

Membership No. 052145

Place : Kolkata

HEMAL KAMPANI
Chairman

Date : May 30, 2017

SAMIR KOTHARI
Managing Director

AYAN BHATTACHARJEE
Chief Financial Officer

BANDANA SAHA
Company Secretary

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2017

	Note	AS AT MARCH 31, 2017	(` /000s) As At March 31, 2016
INCOME			
Revenue From Operations	15	2,666.94	4,387.87
Other Income	16	15.55	6.96
TOTAL INCOME		2,682.49	4,394.83
EXPENDITURE			
Changes in Inventories of Finished Goods, Work-in-Progress, Stock-in-Trade	17	1,964.50	3,981.17
Employee Benefit Expenses	18	625.19	624.95
Other Expenses	19	1,165.94	1,291.23
TOTAL EXPENDITURE		3,755.63	5,897.35
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS		(1,073.14)	(1,502.52)
Exceptional Items		--	--
PROFIT / (LOSS) BEFORE EXTRA-ORDINARY ITEMS		(1,073.14)	(1,502.52)
Extra-Ordinary Items		--	--
Diminution in value of Investments written off		--	(106.20)
Old Bank Account Balances Written Off		--	(31.34)
PROFIT / (LOSS) BEFORE TAX		(1,073.14)	(1,640.06)
TAX EXPENSES			
Deferred Tax (Net-off Written Back)		7.77	4.64
PROFIT / (LOSS) FOR THE PERIOD		(1,065.37)	(1,635.42)
EARNINGS PER SHARE			
Basic and Diluted (in `)		(0.12)	(0.18)

Significant Accounting Policies

See Accompanying Notes to the Financial Statements

1-36

As per our report of even date

For and on behalf of

S. RAMANAND AIYAR & CO.,

Chartered Accountants

Registration No. 000990N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CA RAVI KUMAR VENKATESAN
Partner

Membership No. 052145

Place : Kolkata

HEMAL KAMPANI
Chairman

Date : May 30, 2017

SAMIR KOTHARI
Managing Director

AYAN BHATTACHARJEE
Chief Financial Officer

BANDANA SAHA
Company Secretary

CASH FLOW FOR THE YEAR ENDED MARCH 31, 2017

	AS AT MARCH 31, 2017	As At March 31, 2016
(₹ 000s)		
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax and Extra-Ordinary Items	(1,073.14)	(1,502.51)
Add : Adjustment For :		
– Old Bank Account Balances Written Off	--	(31.34)
Operating Profit / (Loss) Before Working Capital Charges	(1,073.14)	(1,533.85)
Add : Adjustments For Changes in Working Capital		
– Increase / (Decrease) in Stock-in-Trade	1,964.50	3,981.17
– Increase / (Decrease) in Trade Receivables	(33.50)	(173.92)
– Increase / (Decrease) in Other Current Assets	14.64	76.16
– Increase / (Decrease) in Current / Non-Current Liabilities; Trade Payables and Provisions	(122.99)	129.33
Cash (Used in) / Generated From Operating Activities	749.51	2,478.89
Net Cash (Used in) / Generated From Operating Activities	749.51	2,478.89
(B) CASH FLOW FROM INVESTING ACTIVITIES		
– Increase / (Decrease) in Long Term Loans and Advances	(2,883.52)	(4,000.00)
Net Cash (Used in) / Generated From Investing Activities	(2,883.52)	(4,000.00)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
– Long Term Borrowings and Provisions	(3,438.15)	3,479.14
Net Cash (Used in) / Generated From Financing Activities	(3,438.15)	3,479.14
Net Increase in Cash & Cash Equivalents	(5,572.16)	1,958.03
Opening Cash and Cash Equivalents	5,823.74	3,865.71
Closing Cash and Cash Equivalents	251.58	5,823.74

See accompanying notes forming a part of the financial statements

In terms of our report attached

For and on behalf of

S. RAMANAND AIYAR & CO.,

Chartered Accountants

Registration No. 000990N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CA RAVI KUMAR VENKATESAN

Partner

Membership No. 052145

HEMAL KAMPANI

Chairman

SAMIR KOTHARI

Managing Director

AYAN BHATTACHARJEE

Chief Financial Officer

BANDANA SAHA

Company Secretary

Place : Kolkata

Date : May 30, 2017

SIGNIFICANT ACCOUNTING POLICIES

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

COMPANY BACKGROUND

VCK CAPITAL MARKET SERVICES LIMITED is a Public Limited Company domiciled and incorporated in India under the Indian Companies Act, 1956. The Registered Office of the Company is located at 16, India Exchange Place, Room # 19, First Floor, Kolkata 700001.

The Company is engaged in the business of Retail Mobilization Services.

(A) BASIS OF ACCOUNTING :

The Financial Statements of the Company have been prepared in accordance with generally accepted Accounting Principles in India, mandatory accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs. The Financial Statements have been prepared under the historical cost convention on an accrual basis. The Accounting Policies applied by the Company are consistent with those used in the previous year. All the Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in Revised Schedule III to the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. Mercantile system of accounting is generally followed except for income on account of insurance and other such claims receivable which are accounted for only on receipt basis on account of uncertainties

The accounts for the relevant year have been prepared on a going concern basis

(B) CURRENT/NON CURRENT CLASSIFICATION :

Any Asset or Liability is classified as Current if it satisfies any of the following conditions:

- (i) the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- (ii) the asset is intended for sale or consumption;

(iii) the asset/liability is held primarily for the purpose of trading;

(iv) the asset/liability is expected to be realized/settled within twelve months after the reporting period;

(v) the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;

(vi) in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other Assets and Liabilities are classified as Non-Current.

For the purpose of Current / Non-Current classification of Assets and Liabilities, the Company has ascertained its normal operating cycle as Twelve Months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

(C) USE OF ESTIMATES :

The preparation of the Financial Statements in conformity with the generally accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amount of Assets and Liabilities and the disclosures relating to Contingent Assets and Liabilities as on the date of Financial Statements and the reported amount of Revenues and Expenses during the reporting period. Management believes that the estimates used in the preparation of the Financial Statements are prudent and reasonable. Actual results could differ from these estimates.

(D) OPERATING CYCLE :

Based on the nature of business the time between the acquisition of assets for the purpose of the business and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its Assets and Liabilities as Current and Non-Current.

(E) INVESTMENTS :

(a) Classification

Investments are classified into the following category:

Long Term Investments

All Investments in Securities, where such investments are intended (at the time of purchase or acquisition thereof) to be held for a period exceeding one year, are classified as Long Term Investments.

(b) Valuation

Long Term Investments are valued at cost. However, as a matter of prudent accounting, major diminution in the value of the investments are charged off in the accounts and shown as an extraordinary item.

(F) INVENTORIES :

Stock-in-Trade (Securities) is valued at lower of cost or net realizable value. The net realizable value for quoted shares is determined based on the last quoted price at a recognized Stock Exchange. For unquoted shares, the net realizable value is taken as the Fair Market Value, determined on the basis of Rule 11U and 11UA of the Income Tax Rules. However, where the Fair Market Value of unquoted shares and securities are not readily determinable, the same are taken at the cost price.

(G) IMPAIRMENT OF ASSETS :

Assets that are subject to depreciation and amortization and assets representing investments in subsidiaries, associate companies and other investments are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

(H) CASH AND CASH EQUIVALENTS :

[For the Purpose of Cash Flow Statement]

Cash comprises cash on hand and Balances in Current Accounts with Bank. Cash equivalents are short term balances, highly liquid investments that are readily convertible

into known amounts of cash and which are subject to insignificant risk of changes in value.

(I) CASH FLOW STATEMENT :

Cash flows are reported using indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

(J) REVENUE RECOGNITION :

- (a) Fees for Management of Issues and Placement of Securities, if any, are accounted for in accordance with the payment schedule as agreed in the Memorandum of Understanding entered into with the Issuer Companies or the Letter of Mandate accepted/signed by them.
- (b) Dividends and Interest on Debentures are accounted for as and when received.
- (c) Service Charges for Fund Syndication, if any, are accounted for on completion of Syndication.
- (d) All expenses are accounted for on an accrual basis, except statutory payments which are accounted for as and when paid.

(K) INCOME TAXES :

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

(L) DEFERRED TAX :

Deferred tax is recognized on timing differences being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws enacted or subsequently enacted as on the reporting date. Deferred tax

liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing difference as well as for unabsorbed carry forward losses and depreciation, if any, only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets would be reviewed at each Balance Sheet date for their realisability.

(M) RETIREMENT GRATUITY BENEFITS :

Retirement benefits in the form of Gratuity is provided in the Profit and Loss Account. Gratuity Liability is a defined benefit/obligation and in the current year such provision has been made on the basis of an actuarial valuation. Such actuarial valuation has been made on the basis of Projected Unit Cost method.

Provident Fund contribution is made to the Employees Provident Fund Scheme of the Government of India. The Company does not have Superannuation Pension Plan since the same is covered by contributions to the Pension Scheme under Employees Provident Fund Act.

The Company has not made any investment in Plan Assets towards the Gratuity Liability.

(N) SEGMENT REPORTING :

The Company has income from one segment only (Retail Mobilisation Services) and accordingly, AS 17 relating to segment reporting is not applicable to the Company for the relevant year.

(O) EARNINGS PER SHARE :

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary

items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

(P) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS :

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognised, but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

The Previous Year Figures have been regrouped/reclassified wherever necessary to confirm to the Current Year's Presentation

NOTE 2 : SHARE CAPITAL

	AS AT MARCH 31, 2017	As At March 31, 2016
(` /000s)		
AUTHORISED SHARE CAPITAL		
– 15,000,000 Equity Shares of ` 10/- each	150,000.00	150,000.00
– 600,030 Preference Shares of ` 80/- each	48,002.40	48,002.40
– 20,199,760 Unclassified Shares of ` 10/- each	201,997.60	201,997.60
	400,000.00	400,000.00
ISSUED SHARE CAPITAL		
– 9,050,286 [P.Y. 9,050,286] Equity Shares of ` 10/- each	90,502.86	90,502.86
ISSUED, SUBSCRIBED AND PAID-UP		
– 9,050,286 [P.Y. 9,050,286] Equity Shares of ` 10/- each fully paid-up in Cash	90,502.86	90,502.86
Add : Share Forfeiture Account	85.00	85.00
TOTAL	90,587.86	90,587.86

RECONCILIATION OF NUMBER OF SHARES	Nos.		(` /000s)	
	Nos.	(` /000s)	Nos.	(` /000s)
Shares Outstanding as on April 01, 2015 / April 01, 2016	9,050,286	90,587.86	9,050,286	90,587.86
Shares Outstanding as on March 31, 2016 / March 31, 2017	9,050,286	90,587.86	9,050,286	90,587.86

LIST OF SHAREHOLDERS HOLDING MORE THAN 5% OF THE TOTAL NUMBER OF SHARES ISSUED BY THE COMPANY.

NAME OF THE SHAREHOLDER	AS AT MARCH 31, 2017		As At March 31, 2016	
	NO. OF SHARES	% HELD	No. of Shares	% Held
– VCK Share & Stock Broking Services Limited	2,434,514	26.90	2,434,514	26.90
– Reinhold Jungmann	750,000	8.29	750,000	8.29

DISCLOSURE OF RIGHTS

The Company has issued only one class of equity shares having a par value of ` 10/-. Each holder of equity shares is entitled to one vote per share. Dividends declared in Indian Rupees and when proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in the case of interim dividend, if any. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders

NOTE 3 : RESERVES AND SURPLUS

	AS AT MARCH 31, 2017	As At March 31, 2016
– Security Premium Account	6,098.20	6,098.20
DEBIT BALANCE OF PROFIT AND LOSS ACCOUNT		
– Opening Balance	(61,880.54)	(60,245.12)
– Add : Profit / (Loss) For The Year	(1,065.37)	1,635.42)
	(62,945.91)	(61,880.54)
TOTAL	(56,847.71)	(55,782.34)

NOTE 4 : LONG TERM BORROWINGS

	AS AT MARCH 31, 2017	As At March 31, 2016
UNSECURED		
– Deposits	30.00	30.00
– Loans and Advances From Related Parties	--	3,464.14
– Other Loans and Advances	49.44	49.44
TOTAL	79.44	3,543.58

UNCLAIMED DEPOSITS

Against the amount lying under Unclaimed Public Deposit, an aggregate amount of ₹ 45,533/-, inclusive of interest has been transferred to the Investor Education and Protection Fund.

NOTE 5 : LONG TERM PROVISIONS

	AS AT MARCH 31, 2017	As At March 31, 2016
– Provision For Gratuity	107.00	81.00
– Provision For NPA	4,670.00	4,670.00
– Provision For Doubtful Advance	164.81	164.81
TOTAL	4,941.81	4,915.81

NOTE 6 : OTHER CURRENT LIABILITIES

	AS AT MARCH 31, 2017	As At March 31, 2016
– Liabilities For Expenses	340.67	462.97
– Tax At Source Payable	7.37	8.07
TOTAL	348.04	471.04

NOTE 7 : NON-CURRENT INVESTMENTS

	AS AT MARCH 31, 2017		As At March 31, 2016	
	NO. OF SHARES	AMOUNT	No. of Shares	Amount
OTHER INVESTMENTS				
[Equity Shares of ` 10/- each fully paid-up except otherwise stated]				
(A) QUOTED				
– ICICI Bank Limited [Equity Shares of ` 2/- each]	1	1.00	1	1.00
– Credence Sound & Vision Limited	177,000	17.70	177,000	17.70
TOTAL (A)		18.70		18.70
Aggregate Market Value		17.98		17.94
(B) UNQUOTED				
– VCK Forex Services Private Limited	8,000	800.00	8,000	800.00
TOTAL (B)		800.00		800.00
TOTAL (A) + (B)		818.70		818.70

The Company has reclassified 412500 Equity Shares of VCK Share & Stock Broking Services Limited as Stock-in-Trade during the Financial Year 2014-15. The same have not been disposed off during the year, but, the Company intends to dispose of the same in the near future. Tax implication, if any, relating to Capital Gains/Loss would be accounted for in the year in which the shares are disposed off as per the requisite provisions of the Income Tax Act, 1961.

NOTE 8 : DEFERRED TAX ASSET

	AS AT MARCH 31, 2017	As At March 31, 2016
– Deferred Tax Asset	32.80	25.03
TOTAL	32.80	25.03

NOTE 9 : LONG TERM LOANS AND ADVANCES

	AS AT MARCH 31, 2017	As At March 31, 2016
(` /000s)		
[UNSECURED CONSIDERED GOOD]		
– Security Deposit	265.97	265.97
– Other Loans	4,000.00	4,000.00
– Advance To Related Party	4,053.87	3,670.35
– Advance Against Property	6,500.00	4,000.00
– Other Advances	757.40	757.40
TOTAL	15,577.24	12,693.72

- (1) Presently, the Company is involved in Marketing of Mutual Funds. It is not involved in any NBFC Activity. Therefore, in the opinion of the Management, relevant provision involving NBFC activity is not applicable.
- (2) Other Loans includes ` 40,00,000/- [P.Y. ` 40,00,000/-] which is sub-judice and pending final outcome of the claim preferred by the Company, no additional write off/provisioning is considered necessary. Further, the Company has been allotted fully paid equity shares at par against other loans of ` 66,90,001/- outstanding as at April 01, 2014, which was a related subject matter of the aforesaid sub-judice loan. Since the Company plans to dispose off the shares allotted against the loan amount in the near future, the same has been classified as Stock-in-Trade.
- (3) Advances to related parties have been duly confirmed by the concerned related parties.
- (4) In the opinion of the Management, the Long Term Loans and Advances are stated at amounts which are fully recoverable.

NOTE 10 : OTHER NON-CURRENT ASSETS

	AS AT MARCH 31, 2017	As At March 31, 2016
(` /000s)		
[UNSECURED CONSIDERED GOOD]		
– Long Term Trade Receivables (Outstanding For More Than 6 Months)	1.00	1.00
TOTAL	1.00	1.00

Against the Long Term Trade Receivables of ` 64,82,240/- due from a party outstanding as at April 01, 2014 [which was a related subject matter of an advance amount of ` 40,00,000/- against which the Company has preferred a claim and the matter is sub-judice], the Company has been allotted fully paid equity shares at par. Since the Company plans to dispose off the shares allotted in the near future, the same has been classified as Stock-in-Trade.

NOTE 11 : INVENTORIES

	AS AT MARCH 31, 2017	As At March 31, 2016
– Stock-in-Trade	22,172.93	24,137.43
TOTAL	22,172.93	24,137.43

(1) Stock-in-Trade is valued at lower of cost or net realizable value. The net realizable value has been taken as the Fair Market Value, determined on the basis of Rule 11U and 11UA of the Income Tax Rules. However, where the Fair Market Value of unquoted shares is not readily available, the same has been taken at the cost price. In the opinion of the Management, there would be no diminution in the value of such shares held as Stock-in-Trade and the amount realizable would not be lower than the cost price.

(2) M/s. Innovative Capital Strategies Private Limited is classified as an Associate Company as per Section 2(6) of the Companies Act, 2013, since more than 20% of the Equity Share Capital of the Entity is held by the Company. However, in the opinion of the Management, since the same are held as Stock-in-Trade and would be disposed off in the near future, consolidation of the accounts of the said Entity would not be required as per Clause 7 of Accounting Standard 23.

NOTE 12 : TRADE RECEIVABLES

	AS AT MARCH 31, 2017	As At March 31, 2016
– Trade Receivables	209.66	176.16
TOTAL	209.66	176.16

NOTE 13 : CASH AND CASH EQUIVALENTS

	AS AT MARCH 31, 2017	As At March 31, 2016
BALANCE WITH BANKS		
– With Schedule Banks In Current Account	249.26	5,819.61
– Cash In Hand	2.32	4.12
TOTAL	251.58	5,823.73

Certain balance lying in Dormant Banking Accounts aggregating to ₹ 2,48,569/- [P.Y. ₹ 2,48,569] has not been adjusted/written off, pending final outcome of the appeal preferred by the Company against the erstwhile Bank of Rajasthan Limited [since taken over by ICICI Bank Limited]

NOTE 14 : OTHER CURRENT ASSETS

	AS AT MARCH 31, 2017	As At March 31, 2016
		(` /000s)
– Deposits [In Investor Education and Protection Fund]	45.53	45.53
– Tax Deducted At Source	--	14.65
TOTAL	45.53	60.18

NOTE 15 : REVENUE FROM OPERATIONS

	AS AT MARCH 31, 2017	As At March 31, 2016
		(` /000s)
– Retail Mobilization Services	133.44	211.71
– Sale of Shares Held As Stock-in-Trade	2,533.50	4,176.16
TOTAL	2,666.94	4,387.87

NOTE 16 : OTHER INCOME

	AS AT MARCH 31, 2017	As At March 31, 2016
		(` /000s)
– Interest On Income Tax Refund	0.51	6.93
– Miscellaneous Income	15.04	0.03
TOTAL	15.55	6.96

NOTE 17 : CHANGES IN INVENTORIES

	AS AT MARCH 31, 2017	As At March 31, 2016
(` /000s)		
CLOSING STOCK		
– Stock-in-Trade / Securities	22,172.93	24,137.43
OPENING STOCK		
– Stock-in-Trade / Securities	24,137.43	28,118.60
(INCREASE) / DECREASE IN STOCK	1,964.50	3,981.17

NOTE 18 : EMPLOYEE BENEFIT EXPENSES

	AS AT MARCH 31, 2017	As At March 31, 2016
(` /000s)		
– Basic Salary	326.20	347.73
– Bonus	27.19	25.76
– Dress Allowances	--	1.25
– Fixed Conveyance	1.87	3.15
– Gratuity	65.75	35.19
– House Rent Allowance	91.34	101.61
– Leave Salary	7.32	2.81
– Medical Allowance	20.48	22.82
– Lunch Expenses	5.62	13.86
– Transport Allowances	59.08	63.87
– Other Allowances	12.97	6.90
– Ex-Gratia	7.37	--
TOTAL	625.19	624.95

NOTE 19 : OTHER EXPENSES

	AS AT MARCH 31, 2017	As At March 31, 2016
		(` /000s)
– Advertisement	22.27	70.18
– Audit Fees	25.19	25.33
– Bank Charges	2.90	3.36
– Business Promotion	15.00	20.00
– Conveyance Expenses	10.05	0.41
– Custodial Expenses	121.42	--
– Employers Contribution (EPF)	27.19	29.99
– Employers Contribution (PF)	11.95	13.18
– ESI Paid	9.30	10.67
– Filing Fees	46.32	14.22
– Inspection Charges	2.40	2.40
– Insurance Charges	9.28	5.34
– Listing Fees	229.00	224.72
– Meeting Fees	12.70	21.87
– Miscellaneous Expenses	27.90	42.09
– Office Maintenance	180.50	180.00
– Out Of Pocket Expenses	8.44	7.50
– PF Administration Expenses	6.00	6.00
– Postage and Telegraph	12.60	62.77
– Printing and Stationery	1.40	68.58
– Professional Fees	45.38	118.58
– Professional Tax	2.50	2.50
– Rates and Taxes	--	0.40
– Rent	206.85	205.01
– Repair and Maintenance	--	13.13
– Service Charges	41.39	41.07
– Sub-Brokerage	79.71	100.03
– Telephone	6.40	--
– Trade Licence	1.90	1.90
TOTAL	1,165.94	1,291.23

OTHER NOTES

NOTE 20 : CONTINGENT LIABILITIES

		(` /000s)	
Sl. No.	Particulars	AS ON MARCH 31, 2017	As On March 31, 2016
1.	Contingent Liabilities [not provided for] in respect of claims against the Company not acknowledged as debts	--	--
2.	Estimated amount of contracts remaining to be executed on Capital Account [Net of Advances]	--	--

NOTE 21 : PAYMENT TO AUDITORS

		(Amount in `)	
		YEAR ENDED MARCH 31, 2017	Year Ended March 31, 2016
– Audit Fees		25,190	25,190
– For Other Services		--	--
TOTAL		25,190	25,190

NOTE 22 : Pursuant to the orders of the Hon'ble High Court dated June 14, 1999 and the Debts Recovery Tribunal - I Kolkata dated December 06, 1999 no further amounts are payable by the Company to ICICI Bank Ltd (Formerly known as The Bank of Rajasthan Ltd) The Hon'ble High Court vide its Order dated June 14, 1999 directed the Company to collect all balance lease rentals. The ICICI Bank Ltd (Formerly Bank of Rajasthan Ltd) has filed an Appeal on February 21, 2000 challenging the Order dated June 14, 1999. No stay has yet been obtained although the final result of the appeal is awaited. Therefore, in the opinion of the Management no Provision is considered necessary since no further amounts are payable by the Company to The Bank of Rajasthan Limited.

NOTE 23 : DEFERRED TAX LIABILITIES

The deferred tax liability written back during the year on account of timing difference in respect of depreciation is as follows:

		(` /000s)	
		2016-17	2015-16
– Timing Difference in respect of Depreciation [Written Back]		--	--
– Timing Difference in respect of Gratuity [Asset]		7.77	4.64
NET DEFERRED TAX LIABILITY [WRITTEN BACK]		7.77	4.64

NOTE 24 : Balances of Sundry Creditors, Deposits, certain Bank accounts and Advances are subject to confirmation and reconciliation. However, in the opinion of the Management, all the loans and advances are considered good and recoverable.

NOTE 25 : No provision for current income tax (including Minimum Alternate Tax) has been made in view of the carried forward losses, including unabsorbed depreciation.

NOTE 26 : QUANTITATIVE DETAILS OF SHARES AND SECURITIES – HELD AS STOCK-IN-TRADE

CURRENT YEAR - SHARES

(` /000s)

Opening Stock		Converted		Sales		Closing Stock	
		Purchase / Bonus					
Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
2,032,272	24,137.43	--	--	2,510	2,533,502.85	2,029,762	22,172.94

PREVIOUS YEAR - SHARES

(` /000s)

Opening Stock		Converted		Sales		Closing Stock	
		Purchase / Bonus					
Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
2,036,427	28,118.60	--	--	4,155	4,176,157.50	2,032,272	24,137.43

NOTE 27 : Based on the information/documents available with the company, there are no dues to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017.

NOTE 28 : IMPAIRMENT / LOSS OF ASSETS

Since the Company does not have any significant assets the provisions of AS 28 relating to Impairment of Assets is not applicable for the relevant year. Also, in the opinion of the Management, the current assets, loans and advances are fully recoverable and no losses are anticipated.

NOTE 29 : There have been no earnings or expenses in foreign currency during the relevant year.

NOTE 30 : Details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016 is provided in the table below:

(` /000s)

	Specified Bank Notes (SBN)	Other Denomination Notes	Total
Closing Cash in hand as on 08-Nov-2016			2,485.00
Add : Permitted Receipts			--
		1 x 100 = 100	
		1 x 50 = 50	
Less : Permitted Payments		1 x 20 = 20	0,171.00
		Coin = 1	
Less : Amount Deposited in Bank			--
Closing Cash in hand as on 30-Dec-2016			2,312.00

NOTE 31 : DISCLOSURE AS PER REGULATION 53(F) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS

Loans and Advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties

(` /000s)

Name of the Party	Relationship	AMT. OUTSTANDING AS ON 31-MAR-2017	Amt. Outstanding As On 31-Mar-2016	MAX BALANCE OUTSTANDING DURING THE YEAR 31-MAR-2017	Max Balance Outstanding During the Year 31-Mar-2016
VCK Share & Stock Broking Services Limited	Directors are holding more than 2% shares	677.52	--	6,957.28	7,828.13
VCK Investments Private Limited	Directors are holding more than 2% shares	3,670.35	3,670.35	3,670.35	3,670.35

Investment in the shares of the Company by the above parties

Name of the Party	Relationship	NO. OF SHARES INVESTED 31-MAR-2017	TOTAL INVESTMENT 31-MAR-2017	No. of shares invested 31-mar-2016	Total Investment 31-Mar-2016
VCK Share & Stock Broking Services Limited	Directors are holding more than 2% shares	2,434,514	18,055,177	2,434,514	18,055,177
VCK Investments Private Limited	Directors are holding more than 2% shares	2,150	67,178	2,150	67,178

NOTE 32 : BASIC AND DILUTED EARNINGS PER SHARE

(` /000s)

	2016-17	2015-16
(A) BASIC		
– Number of Equity Shares at the beginning of the year	9,050,286	9,050,286
– Number of Equity Shares at the end of the year	9,050,286	9,050,286
– Weighted Average Number of Shares during the year	9,050,286	9,050,286
– Face Value of each Equity Share (Rs)	10	10
– Profit after Tax Available for Equity Shareholders (Rs'000)	(1,065.37)	(1,635.42)
– Basic Earnings per share (Rs) (v/iii)	(0.12)	(0.18)
(B) DILUTED		
– Number of Dilutive Potential Shares	--	--
– Diluted Earnings per share (Rs) (Same as A vi above)	(0.12)	(0.18)

NOTE 33 : STATEMENT OF GRATUITY LIABILITY

	AS AT MARCH 31, 2017
ASSUMPTIONS	
– Discount Rate Per Annum Compound	7.31%
– Expected Rate of Increase In Salary	5.00%
– Average Future Service	16.33
– Retirement Age	58 Years
NET ASSET/(LIABILITY) TO BE RECOGNISED IN BALANCE SHEET AS PER ACTUARIAL CALCULATIONS	
FUNDED STATUS	
	(₹ /Lacs)
– Present Value of Defined Benefit Obligation	1.07
– Fair Value Of Plan Assets	--
– Funded Status [Surplus Deficit]	(1.07)
– Unrecognised Past Service Costs	--
– Net Asset / (Liability) recognized in Balance Sheet as per actuarial calculations	(1.07)
(NET ASSET) / LIABILITY RECOGNISED IN BALANCE SHEET	
Obligations at the Beginning of the Year	0.81
Total Employer Cost [Net] Written Back	0.26
Obligations at the End of the Year	1.07

NOTE 34 : RELATED PARTY DISCLOSURE

Details of transactions with related parties as per AS 18:

(1) Individuals exercising significant influence	Mr Samir Kothari, Managing Director Mr Hemal Kampani, Director
(2) Relatives of the Above	Ms. Shilpa Kampani, Director of the Company is the wife of Mr. Hemal Kampani Mr. Sandip Kampani, Director of the Company is the brother of Hemal Kampani
(3) Entities in which persons listed in 1 and 2 exercise significant influence	VCK Share and Stock Broking Services Ltd VCK Commodity Services Pvt Ltd VCK Forex Services Pvt Ltd VCK Investments Pvt Ltd Arham Capital Advisory Services Ltd.

Note : Related party relationship are as identified by the Management and relied upon by the auditors

Transactions with Related Parties

(` /000s)

	Individuals and relatives exercising significant control	VCK Share & Stock Broking Services Ltd	VCK Commodity Services Pvt Ltd	VCK Forex Services Pvt. Ltd	VCK Investments Pvt. Ltd.
Income	--	--	--	--	--
Expenses	--	--	--	--	--
Others	--	--	--	--	--
Balances Outstanding at the Year End					
Loans and Advances Payable	--	--	--	294.00	--
	--	--	--	--	--
Loans and Advances Receivable	--	677.52	--	--	3670.35
	--	--	--	--	(3670.35)
Investment in Group Companies	--	--	--	800	--
	--	--	--	(800)	--
Corporate Guarantees Given (shown as contingent liability)	--	--	--	--	--

(Figures in Parenthesis relate to the previous financial year)

NOTE 35 : Previous year's figures have been regrouped and rearranged wherever necessary

NOTE 36 : Figures have been rounded off to the nearest thousand rupees.

As per our report of even date

For and on behalf of

S. RAMANAND AIYAR & CO.,

Chartered Accountants

Registration No. 000990N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CA RAVI KUMAR VENKATESAN

Partner

Membership No. 052145

HEMAL KAMPANI

Chairman

SAMIR KOTHARI

Managing Director

AYAN BHATTACHARJEE

Chief Financial Officer

BANDANA SAHA

Company Secretary

Place : Kolkata

Date : May 30, 2017

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FORM NO. MGT-11 : PROXY FORM

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

CIN: L67190WB1983PLC035658

VCK CAPITAL MARKET SERVICES LIMITED

Registered office: 16, India Exchange Place 1st Floor, Room No - 19, Kolkata - 700001

Name of the Member :

Registered Address :

E-mail ID :

Folio No. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We, being the Member(s) of shares of the above named Company, hereby appoint

Name : Email :

Address :

..... Signature :

or failing him / her

Name : Email :

Address :

..... Signature :

or failing him / her

Name : Email :

Address :

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34TH ANNUAL GENERAL MEETING** of the Company, to be held on the **2ND DAY OF AUGUST, 2017** at **11.00 A.M.** at **"ABHINANDAN", 51, MOORE AVENUE, KOLKATA - 700040** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Vote [Optional See Note 2] [Please mention No. of Shares]		
		For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss for the year ended on that date and report of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mrs. Shilpa Kampani, (DIN: 00057759) who retires by rotation and being eligible, offers herself for re-appointment.			
3.	To ratify the appointment of S. Ramanand Aiyar & Co., (Firm Registration No. 000990N), Chartered Accountants, as the Auditors of the Company.			
4.	Re-Appointment of Mr. Samir Kothari (DIN: 00561835) as Managing Director of the Company for further period of 5 years.			

Signed; this day of 2017



Signature of Member

Signature of the Proxy Holder(s)

NOTE :

This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



If undelivered, please return to :

VCK CAPITAL MARKET SERVICES LIMITED

#16, India Exchange Place, Room No. 19, First Floor, Kolkata – 700001