

## Notice

Notice is hereby given that the *Twenty First Annual General Meeting ("AGM")* of the Members of **GALLOPS ENTERPRISE LIMITED** will be held on Wednesday, September 30, 2015 at 10.00 a.m. at 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 comprising of the Balance Sheet as at March 31, 2015, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shailesh Lalbhai Patel (DIN: 00557649), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Dakshesh Rameshchandra Shah (DIN: 00561666), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. P. Doshi & Associates, Chartered Accountants (Firm Registration No. 102740W), Ahmedabad as the Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, P. Doshi & Associates, Chartered Accountants (Firm Registration No. 102740W), be and is hereby appointed as Statutory Auditors of the Company for the financial year 2015-16, and to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

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

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Amrish Jashvantlal Patel (DIN 01797358) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> September, 2020 and that his office as Independent Director shall not be subject to retirement by rotation.

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

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Riken Bhanuprasad Patel**(DIN 00557679)in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> September, 2020 and that his office as Independent Director shall not be subject to retirement by rotation..

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

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Naman Kirtibhai Vyas**(DIN 00557751) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> September, 2020 and that his office as Independent Director shall not be subject to retirement by rotation.

Place: Ahmedabad  
Date: August 14, 2015

By order of the Board of Directors  
**For GALLOPS ENTERPRISE LIMITED**



Narsinhbhai G. Patel  
Director

Registered Office:  
9th Floor, Astron Tech Park,  
Near Satellite Police Station,  
Satellite, Ahmedabad - 380015  
CIN: L65910GJ1994PLC023470

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

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 or any other person or shareholder.

2. Proxies, 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 meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. 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.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Sharepro Services (India) Pvt. Ltd., Unit: Arvind Limited, 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad -380 006. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23<sup>rd</sup> September, 2015 to Wednesday, the 30<sup>th</sup> September, 2015 (both days inclusive).
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
11. Electronic copy of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 5

Mr. Amrish Jashvantlal Patel is a Non-Executive-Independent Director of the Company. He joined the Board of Directors of the Company in 30<sup>th</sup> September, 1999. Mr. Amrish Jashvantlal Patel is a member of the Nomination and Remuneration Committee, Stakeholder Relationship Committee and Audit Committee of the Board of Directors of the Company. His appointment as director is subject to retirement by rotation.

He is a Chartered Accountant and having extreme knowledge in his field.

He is holding NIL equity shares of the Company and is not related to any Director of the Company.

The details of Directorships, Memberships/Chairmanships of Committees of Other Companies held by Mr. Amrish Jashvantlal Patel are as under:

Sr. No.	Name of the Company in which holding Directorship	Name of the Committee	Committee Membership
1	DBMS Solutions Private Limited	-	-

Mr. Amrish Jashvantlal Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Amrish Jashvantlal Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 30<sup>th</sup> September, 2020. A notice has been received from a member proposing Mr. Amrish Jashvantlal Patel as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Amrish Jashvantlal Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Amrish Jashvantlal Patel as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amrish Jashvantlal Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Amrish Jashvantlal Patel as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Amrish Jashvantlal Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

### Item No. 6

Mr. Riken Bhanuprasad Patel is a Non-Executive-Independent Director of the Company. He joined the Board of Directors of the Company in 01<sup>st</sup> October, 1997. Mr. Riken Bhanuprasad Patel is a member of the Nomination and Remuneration Committee and Audit Committee of the Board of Directors of the Company. His appointment as director is subject to retirement by rotation.



He is holding NIL equity shares of the Company and is not related to any Director of the Company.

Mr. Riken Bhanuprasad Patel is not holding Directorships, Memberships/Chairmanships of Committees of Other Companies. Mr. Riken Bhanuprasad Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Riken Bhanuprasad Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 30<sup>th</sup> September, 2020. A notice has been received from a member proposing Mr. Riken Bhanuprasad Patel as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Riken Bhanuprasad Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Riken Bhanuprasad Patel as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Riken Bhanuprasad Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Riken Bhanuprasad Patel as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Riken Bhanuprasad Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **Item No. 7**

Mr. Naman Kirtibhai Vyas is a Non-Executive-Independent Director of the Company. He joined the Board of Directors of the Company in 31<sup>st</sup> December, 2005. Mr. Naman Kirtibhai Vyas is not a member any committee of the Board of Directors of the Company. His appointment as director is subject to retirement by rotation.

He is holding Nil equity shares of the Company and is not related to any Director of the Company.

Mr. Naman Kirtibhai Vyas is not holding Directorships, Memberships/Chairmanships of Committees of Other Companies. Mr. Naman Kirtibhai Vyas is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Naman Kirtibhai Vyas being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 30<sup>th</sup> September, 2020. A notice has been received from a member proposing Mr. Naman Kirtibhai Vyas as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Naman Kirtibhai Vyas fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Naman Kirtibhai Vyas as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Naman Kirtibhai Vyas as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Naman Kirtibhai Vyas as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Naman Kirtibhai Vyas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set

out at Item No.7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Place: Ahmedabad  
Date: August 14, 2015

Registered Office:  
9th Floor, Astron Tech Park,,Director  
Near Satellite Police Station,  
Satellite, Ahmedabad - 380015  
CIN: L65910GJ1994PLC023470

By order of the Board of Directors  
For GALLOPS ENTERPRISE LIMITED

  
Narsinhbhai G. Patel

## DIRECTORS' REPORT:

To  
The Members,

Your Directors are pleased to present the Twenty First Annual Report together with the audited accounts of the company for the year ended on **31<sup>st</sup> March, 2015**. The summarized financial results for the year ended 31<sup>st</sup> March, 2015 are as under:

### Financial Results:

Particulars	Financial Year 2014-15 (Amount in Rs.)	Financial Year 2013-14 (Amount in Rs.)
Revenue from Operations	-	-
Other Income	4,764	6,260
Total Income	4,764	6,260
Less:		
Total Expenditure	2,60,982	2,70,752
Profit/(Loss) Before Tax	(2,56,218)	(2,64,492)
Less:		
Total Tax Expenses	-	-
Profit After Tax (with prior period adj.)	(2,56,218)	(2,64,492)

### Operations:

During the year under review, the company has earned Total Income of Rs.4764/-(Rupees Four Thousand Seven Hundred Sixty Four only) whereas Total Expenditure of Rs. 2,60,982/-(Rupees Two Lakhs Sixty Thousand Nine Hundred Eighty Two Only). The net Loss for the year under review has been Rs. 2,56,218/- (Rupees Two Lakhs Fifty Six Thousand Two Hundred Eighteen Only). Your Directors are continuously looking for avenues for future growth of the company.

### Change in the Nature of Business:

There has been no change in the nature of the business during the financial year 2014-15.

### Dividend:


Your Directors have not recommended any dividend for the year ended 31st March, 2015.

### Transfer to Reserves:

The company has not transferred any amount to General Reserves during the financial year 2014-2015.

### Deposits:

During the year under review, your Company has not accepted or renewed any Deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement of furnishing details of deposits which are not in compliance with Chapter V of the Act, is not applicable.



**Change in Share Capital:**

During the financial year 2014-15, there has been no change in the share capital of the company.

**Disclosure regarding Issue of Equity Shares with Different Rights:**

The company has not issued any equity shares with differential voting rights during the Financial year and it is therefore not required to make disclosures specified in Rule 4 (4) of Companies (Share Capital and Debenture) Rules, 2014.

**Disclosure regarding issue of Sweat Equity Shares:**

The company has not issued any Sweat Equity Shares during the financial year and it is therefore not required to make disclosures specified in Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014.

**Disclosure regarding issue of Employee Stock Option:**

The company has not issued any shares under Employee Stock Option Scheme during the financial year and it is therefore not required to make disclosures specified in Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014.

**Extract of Annual Return:**

The Extract of Annual return in form no. MGT – 9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 as on the financial year ended on March 31, 2015 is annexed herewith as **Annexure – I** to this report.

**Particulars of Loan, Guarantees and Investment:**

Particulars of loans, guarantees and investments covered under the provisions of Section 186 of the companies Act, 2013 are given in the notes to the financial statements.

**Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013:**

With reference to Section 134(3)(h) of the Companies Act, 2013, contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business.

Your attention is drawn to the Related Party disclosures set out in Note no. 20 to the notes forming part of accounts.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

Considering the nature of activities undertaken by the company during the year under review, the provisions in respect of conservation of energy and technology absorption is not applicable to the company. Therefore, particulars relating to Conservation of Energy and Technology Absorption are not forming part of the Annual Report.

Further during the year under review, details of foreign exchange earnings and outgo are as given below:

<b>Particulars</b>	<b>Financial Year 2014-15 (In Rs.)</b>	<b>Financial Year 2013-14 (In Rs.)</b>
Earning in Foreign Currencies	NIL	NIL



Expenditure in foreign Currency	NIL	NIL
---------------------------------	-----	-----

**Material changes and commitments affecting the financial position of the company:**

There are no material changes and commitments affecting financial position of the company which have occurred between the end of financial year and date of report.

**Subsidiaries, Joint Ventures and Associate Companies:**

During the year under review, none of the companies has become or ceased to be Company's subsidiaries, joint ventures or associate companies.

**Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies:**

During the year under review, none of the companies have become or ceased to be Company's subsidiaries, joint ventures or associate companies, therefore Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies is not require to be given.

**Board of Directors and Key Managerial Personnel**

**Constitution of Board**

During the beginning of the Financial Year 2014-15, the Board of the Company comprised of Nine Directors, out of which Six were Promoter Directors and three were non-promoter Independent Directors and same at the end of the Financial Year 2017 and as on the date of this report, as follows:

Name of Director	Category Cum Designation	Date of Appointment at current designation
Narsinh. G. Patel	Executive Director (Promoter)	28 <sup>th</sup> April, 2008
Naginbhai G. Patel	Executive Director (Promoter)	28 <sup>th</sup> April, 2008
Shailesh Lalbhai Patel	Non-Executive Director (Promoter)	11 <sup>th</sup> January, 2001
Riken Bhanuprasad Patel	Independent Director	1 <sup>st</sup> October, 1997
Bhartiben Bhanuprasad Patel	Managing Director (Promoter) (Non- Executive)	1 <sup>st</sup> November, 1999
Naman kirtibhai Vyas	Independent Director	31 <sup>st</sup> December, 2005
Dakshesh Rameshchandra Shah	Executive Director (Promoter)	28 <sup>th</sup> April, 2008
Varun Naginbhai Patel	Executive Director (Promoter)	28 <sup>th</sup> April, 2008
Amrish Jashvantlal Patel	Independent Director	11 <sup>th</sup> November, 2014

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Listing Agreement, the Company is exempted from requirement of having composition of Board as per Listing Agreement.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

During the year, Mr. Amrish Patel (DIN: 1797358), Mr. Rikesn Patel (DIN: 0557679) and Mr. Naman Vyas (DIN:0557751) has been appointed as Independent Directors of the Company w.e.f. 11.11.2014.

Mr. Shailesh Patel [DIN : 557649] and Mr. Dakshesh Rameshchandra Shah (DIN: 00561666) directors of the company retires by rotation and being eligible, offers themselves for reappointment.

In accordance with Section 203 of the Companies Act, 2013, the Company has following Key Managerial Personnel at the end of the financial year and as on date of the Board Report.

1. Ms. Bhartiben Patel – Managing Director
2. Mr. Mukesh Patel – Chief Financial Officer and Compliance Officer

**Declaration by Independent Director:**

As per the requirements of the Companies Act, 2013, declaration by the Independent Directors pursuant to section 149 (6) Companies Act, 2013 has received by company.

**No. of Board Meetings:**

During the financial year 2014-15, 4 meetings of the Board of Directors of the company were held on 13/06/2014, 30/07/2014, 11/11/2014 and 10/02/2015.

**Performance Evaluation**

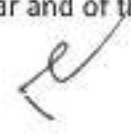
The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the performance of chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**Directors' Responsibility Statement:**

In accordance with the provisions of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, the Board of Directors states:

- 1) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
  - 2) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- 

- 3) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) That the Directors have prepared the annual accounts on a going concern basis;
- 5) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- 6) 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.

**Particulars of Employees:**

The Company has not employed any employee except the Chief Financial Officer. Further, details of Remuneration paid to Chief Financial Officer is provided under the extract of Annual Return in Form MGT-9 along with the details of remuneration paid to Managing Director. Hence, the information required under Section 197(12) of the Companies Act, 2013 and rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given separately.

**Receipt of Commission/Remuneration:**

The Directors of the Company have not received any Remuneration/Commission from the company during the financial year 2014-15.

**Details Of Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status And Company's Operations In Future:**

The Company has not received any significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in Future.

**Internal Financial Control System:**


The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit Department with adequate experience and expertise in internal controls, operating system and procedures. In discharging their role and responsibilities, the department is supported by an external audit firm. The Internal Audit Department reviews the adequacy of internal control system in the Company, its compliance with operating systems and laid down policies and procedures. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

**Disclosures under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013**

During the year under review, no complaints were received on Sexual Harassment.

**Risk Management**

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same. The Company has framed a Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.



**Corporate Social Responsibility:**

Under Section 135 of the Companies Act, 2013 the provision of Corporate Social Responsibility is not applicable to the company for the financial year 2014-15.

**Committees of Board**

Your Company has constituted several Committees in compliance with the requirements of the relevant provisions of applicable laws and statutes, details of which are given hereunder.

**1. Audit Committee**

Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial results and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. The Audit Committee met four times during the financial year 2014-15 viz; 13<sup>th</sup> June, 2014, 30<sup>th</sup> July, 2014, 11<sup>th</sup> November, 2014, and 10<sup>th</sup> February, 2015.

The composition of the Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Number of meetings during the financial year 2014 -15	
		Held	Attended
1	Mr. Amrish Patel	4	4
2	Mr. Riken Patel	4	4
3	Mr. Narsinhbhai Patel	4	4

Further, the Audit committee Comprises of the following directors as on the date of the Board Report.

Sr. No.	Name of Director	Category	Designation
1	Mr. Amrish Patel	Non-Executive Independent Director	Chairman
2	Mr. Riken Patel	Non-Executive Independent Director	Member
3	Mr. Narsinhbhai Patel	Executive Promoter Director	Member

Mr. Amrish Patel, the Chairman of the Committee had attended last Annual General Meeting of the Company held on 30th September, 2014.

Recommendations of Audit Committee, wherever and whenever given, have been accepted by the Board.

**Vigil Mechanism**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at [www.gallopsenterprise.com](http://www.gallopsenterprise.com).



## 2. Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. During the year under review, three meetings were held on 11<sup>th</sup> November, 2014 inter alia, to recommend the appointment of Director and KMP's and to review the performance of Directors of the Company.

The composition of the Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Number of meetings during the financial year 2014 -15	
		Held	Attended
1	Mr. Amrish Patel	1	1
2	Mr. Riken Patel	1	1
3	Mr. Naman Patel	1	1

Further, the Nomination and Remuneration committee Comprises of the following directors as on the date of the Board Report.

Sr. No.	Name of Director	Category	Designation
1	Mr. Amrish Patel	Non-Executive Independent Director	Chairman
2	Mr. Riken Patel	Non-Executive Independent Director	Member
3	Mr. Naman Patel	Non-Executive Independent Director	Member

### Nomination and Remuneration Policy

The Company has, in order to attract motivated and retained manpower in competitive market and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 devised a policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management. Key points of the Policy are:

#### A. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

#### B. Policy on remuneration of Director, key managerial personnel and senior management personnel

The Company's remuneration policy is driven by the success and performance of the Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them and provide adequate compensation with the Objective of the Company so that the compensation is



used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.gallopscenterprise.com](http://www.gallopscenterprise.com).

### 3. Stakeholders Relationship Committee

The Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. During the year under review, Stakeholders Relationship Committee met Three times during the financial year 2014-15 on 30<sup>th</sup> July, 2014, 11<sup>th</sup> November, 2014, and 10<sup>th</sup> February, 2015.

The composition of the Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Number of meetings during the financial year 2014 -15	
		Held	Attended
1.	Mr. Amrish Patel	3	3
2.	Mr. Narsinhbhai Patel	3	3
3.	Mr. Naginbhai Patel	3	3

Further, the Stakeholder's Relationship Committee Comprises of the following directors as on the date of the Board Report.

Sr. No	Name of Director	Category	Designation
1	Mr. Amrish Patel	Non-Executive Independent Director	Chairman
2	Mr. Narsinhbhai Patel	Executive Promoter Director	Member
3	Mr. Naginbhai Patel	Executive Promoter Director	Member

### Corporate Governance and Management Discussion & Analysis

The Company has been pro-active in following the principles and practices of good Corporate Governance. Provision of clause 49 relating to Corporate Governance and Management Discussion & Analysis are not applicable to the company vide SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 and therefore, Corporate Governance report and Management Discussion & Analysis are not forming part of the Annual Report.

#### 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, the Company has appointed Ms. Nirali Patel, Practicing Company Secretary (COP No. : 10644), Ahmedabad, to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report is annexed herewith as Annexure – 2.

The Secretarial Audit Report contains few annotations and company is in process to resolve the same.

**Statutory Auditors:**

M/s P. Doshi & Associates, Chartered Accountants who retire at the ensuing Annual General Meeting of the company are eligible for reappointment.

**Auditors Report:**

As regards the comments made in the Auditor's Report, the Board is of the opinion that they are self-explanatory and does not warrant further clarification.

**Cost Audit:**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014 Cost Audit is not applicable to the company for the year under review.

**Acknowledgement:**

The Board expresses its sincere thanks to all the employees, customers, suppliers, investors, lenders, regulatory and government authorities and stock exchanges for their co-operation and support and look forward to their continued support in future.

For GALLOPS ENTERPRISE LIMITED

Date: 14<sup>th</sup> August, 2015



Narsinhbhai G. Patel  
DIN:  
DIRECTOR



Naginbhai G. Patel  
DIN:  
DIRECTOR

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2015

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L65910GJ1994PLC023470
ii	Registration Date	31st October, 1994
iii	Name of the Company	Gallops Enterprise Limited
iv	Category/ Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	UNK INTIME INDIA PRIVATE LIMITED (Ahmedabad Branch) 506-508, Amarnath Business Centre -1, (ABC-1), Beside Gala Business Centre, Near Saint Xavier's College corner, off C. G. Road, Ellisbridge, Ahmedabad - 380006. Tel No.: 079-26465179

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sr. No.	Name & Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate	70109[As per NIC Code, 2004]	0

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
Not Applicable					



IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS % OF TOTAL EQUITY):

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	2375000	140000	2515000	50.19	2375000	140000	2515000	50.19	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ Fis	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL : (A)(1)</b>	<b>2375000</b>	<b>140000</b>	<b>2515000</b>	<b>50.19</b>	<b>2375000</b>	<b>140000</b>	<b>2515000</b>	<b>50.19</b>	<b>0.00</b>
(2) Foreign									
a) NRI-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ Fis	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL : (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)=[(A)(1)+(A)(2)]</b>	<b>2375000</b>	<b>140000</b>	<b>2515000</b>	<b>50.19</b>	<b>2375000</b>	<b>140000</b>	<b>2515000</b>	<b>50.19</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/ Fis	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Fis	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
ii) Foreign Banks/ IFCE	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL : (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(2) Non Institutions									
a) Bodies corporates	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	1246	103500	104746	2.09	1246	103500	104746	2.09	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.3 lakhs	72631	186360	258991	5.17	73631	185350	258981	5.17	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 3 lakhs	1746063	345600	1892663	37.77	1746063	345600	1892663	37.77	0.00
c) Others (specify)									



(c-i) NRIs/ OCBs	240000	0	240000	4.79	240000	0	240000	4.79	0.00
(c-ii) OCBs	0	0	0	0.00	0	0	0	0.00	0.00
(c-iii) Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(c-iv) Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
(c-v) Foreign Portfolio-Corporate	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL : (B)(2)</b>	<b>2059940</b>	<b>436460</b>	<b>2496400</b>	<b>49.81</b>	<b>2060940</b>	<b>435460</b>	<b>2496400</b>	<b>49.81</b>	<b>0.00</b>
Total Public Shareholding (B)=[B](1)+(B)(2)	2059940	436460	2496400	49.81	2060940	435460	2496400	49.81	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>4434940</b>	<b>576460</b>	<b>5011400</b>	<b>100.00</b>	<b>4435940</b>	<b>575460</b>	<b>5011400</b>	<b>100.00</b>	<b>0.00</b>





## (ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	NARSINHBAI G PATEL	894000	17.84%	0%	894000	17.84%	0%	0.00%
2	PATEL NARSINHBAI GANPATBHAI	435300	8.69%	0%	435300	8.69%	0%	0.00%
3	VARUN NAGINBHAI PATEL	300000	5.99%	0%	300000	5.99%	0%	0.00%
4	GANPATBHAI KEVALDAS PATEL	200000	3.99%	0%	200000	3.99%	0%	0.00%
5	KALABEN N PATEL	200000	3.99%	0%	200000	3.99%	0%	0.00%
6	MEENABEN NARSINHBAI PATEL	200000	3.99%	0%	200000	3.99%	0%	0.00%
7	SHAILESH LALBHAI PATEL	140000	2.79%	0%	140000	2.79%	0%	0.00%
8	NAGINBHAI G PATEL	90700	1.81%	0%	90700	1.81%	0%	0.00%
9	SHARDABEN GANPATBHAI PATEL	55000	1.10%	0%	55000	1.10%	0%	0.00%
	<b>Total</b>	<b>2515000</b>	<b>50.19%</b>	<b>0.00%</b>	<b>2515000</b>	<b>50.19%</b>	<b>0.00%</b>	<b>0.00%</b>



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

Sr. No.	For Each of the Directors & KMPs	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the
1	Mr. Narsinh G. Patel				
	At the beginning of the year	897600	17.91%	--	--
	At the end of the year	--	--	897600	17.91%
2	Mr. Nagin G. Patel				
	At the beginning of the year	90700	1.81%		
	At the end of the year	--	--	90700	1.81%
3	Ms. Bharti J. Patel - Managing Director				
	At the beginning of the year	240000	4.79%	--	--
	Date wise increase/ decrease in Shareholding during the year	--	--	--	--
	At the end of the year	--	--	240000	4.79%
4	Mr. Shailesh Patel				
	At the beginning of the year	140000	2.79%	--	--
	Date wise increase/ decrease in Shareholding during the year	--	--	--	--
	At the end of the year	--	--	140000	2.79%
5	Mr. Varun Patel				
	At the beginning of the year	300000	5.99%	--	--
	Date wise increase/ decrease in Shareholding during the year	--	--	--	--
	At the end of the year	--	--	300000	5.99%

Note: The following Directors and KMPs did not hold any shares of the Company during the year.

1. Mr. Amrish Patel - Independent Director
2. Mr. Mukesh Patel - Chief Financial Officer
3. Mr. Dakshesh Patel - Executive Promoter Director
4. Mr. Naman Vyas - Independent Director
5. Mr. Riken Patel - Independent Director



(iii) Change in Promoters' Shareholding (Specify if there is no Change)

Sr. No.	Shareholders Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the
No Change					

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

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the
1	BHUPENDRA SHANTILAL SHAH	184700	3.69%	--	--
	AT THE END OF THE YEAR	--	--	184700	3.69%
2	MANDRAMA JITENDRAKUMAR SHAH	175000	3.49%	--	--
	AT THE END OF THE YEAR	--	--	175000	3.49%
3	PAYAL SUJAY MEHTA	175000	3.49%	--	--
	AT THE END OF THE YEAR	--	--	175000	3.49%
4	TRIVEDI ASHVIN SHANTILAL	161900	3.23%	--	--
	AT THE END OF THE YEAR	--	--	161900	3.23%
5	BHAVIK GIRISHBHAI PATEL	118700	2.37%	--	--
	AT THE END OF THE YEAR	--	--	118700	2.37%
6	PRAKASH BHAVSAR	104600	2.09%	--	--
	AT THE END OF THE YEAR	--	--	104600	2.09%
7	SANJAY JAGANNATH RAVAL	103600	2.07%	--	--
	AT THE END OF THE YEAR	--	--	103600	2.07%
8	INDO MAURITIAN WELFARE FUND I	100000	1.99%	--	--
	AT THE END OF THE YEAR	--	--	100000	1.99%
9	HEMANT N PATEL	97800	1.95%	--	--
	AT THE END OF THE YEAR	--	--	97800	1.95%
10	JAGRUTI KISHOR SHAH	92500	1.85%	--	--
	AT THE END OF THE YEAR	--	--	92500	1.85%



**V. INDEBTEDNESS:**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	62000	0	62000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	62000	0	62000
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	62000	0	62000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	62000	0	62000

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Wholtime Directors and/ or Manager**

Sr. No.	Particulars of Remuneration	Name of the MD/ WTD/ Manager
1	Gross salary	NIL
	(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 under section 17(3) of the Income Tax Act, 1961	
2	Stock option	
3	Sweat Equity	
4	Commission	
	as % of profit	
	others (specify)	
5	Others, please specify	
	NPS, PF, Gratuity and Super Annuation	
	Total (A)	
	Ceiling as per the Act	



**B. Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	
1	<b>Independent Directors</b>	NIL
	(a) Fee for attending board committee meetings	
	(b) Commission	
	(c) Others, please specify	
	Total (1)	
2	<b>Other Non Executive Directors</b>	
	(a) Fee for attending board committee meetings	
	(b) Commission	
	(c) Others, please specify	
	Total (2)	
	Total (B)=[1+2]	
	Total Managerial Remuneration	
	Overall Ceiling as per the Act.	

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
1	Gross Salary	Mr. Mukesh Patel CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	195442	195442
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit		0
	others, specify		0
5	Others, please specify	0	0
	NPS, PF, Gratuity and Super Annuation		0
	<b>Total</b>	<b>195442</b>	<b>195442</b>





VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

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)
<b>A. COMPANY</b>					
Penalty					
Punishment			None		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			None		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			None		
Compounding					



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015

[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  
GALLOPS ENTERPRISE LIMITED  
Regd. Off : 9th Floor, Astron Tech Park,  
Near Satellite Police Station,  
Satellite, Ahmedabad - 380015

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GALLOPS ENTERPRISE LIMITED (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure A for the Financial Year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

**GALLOPS ENTERPRISE LIMITED**

[Formerly known as Ficon Lease And Finance Limited]

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c) to (h) of para (v) mentioned hereinabove during the period under review.

- (vi) Other sector specific laws as applicable specifically to the company.  
However, I have been given to understand that the company is in process of establishing better compliance management system for the purpose of sector specific laws applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the BSE Ltd. and the Ahmedabad Stock Exchange Limited;

However, it was noted that compliance of secretarial standards issued by ICSI were not mandatory as none of the standards were notified during the audit period under review.

I have been informed that trading in securities of the company had been suspended w.e.f. 19th December, 2011 vide letter no. DCS/COMP/HK/SUS/531902/328/2011-12 dated 17th November, 2011 of the BSE Ltd., due to non submission of certain documents for compliance with the clauses of listing agreement/SEBI Regulations as mentioned therein. Since relevant documents relating to compliance of various clauses of listing agreement and SEBI regulations were not available for my verification, I am unable to comment on the compliance of the same. I have been given to understand that the company is in process of completing compliance requirements and making representation to appropriate authority for revocation of suspension of trading in securities.



**GALLOPS ENTERPRISE LIMITED**

**[Formerly known as Ficon Lease And Finance Limited]**

During the period under review the Company has endeavored to establish the compliance management system to adhere to the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove. However as informed, The company is in process of filing certain forms and returns as required under the provisions of The Companies Act, 2013 for registration of resolutions .

It has been noted that , the Company has not complied with the various provisions of The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the period under review.

The company does not have any website and therefore, I have not verified the status of hosting various information as required under provisions of The Companies Act, 2013 and listing agreement/SEBI Regulations on Website .

As per report of statutory auditors of the Company, in earlier years , the Company has granted , interest free unsecured advances to two companies covered in the register required to be maintained under Section 189 of the Act. The above referred advances are interest free and does not carry any other terms and conditions for repayment. The Company has not taken any steps for recovery of the overdue amounts for both the advances.

I have relied on the representations made by the Company and its representatives for systems and mechanisms formed by the Company for compliances under other sector specific laws and regulations applicable to the Company. I have relied on the report of statutory auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws. I have done verification of documents and records on test check basis.

**I further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, I have been given to understand that the company is in process of filling of necessary e-forms with the Registrar of Companies relating to re-designation of Independent Directors and Appointment of Chief Financial Officer . It has been observed that the company has not appointed Wholetime Company Secretary as Key Managerial Personnel as required under the provisions of section 203 of The Companies Act, 2013.

**GALLOPS ENTERPRISE LIMITED**

[Formerly known as Ficon Lease And Finance Limited]

The company is in process of establishing a system of sending adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance, and a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

**I further report that** the company has endeavored to establish adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Ahmedabad

Date: 14<sup>th</sup> August, 2015



Signature:

*Nirali P. Patel*

Name of Company Secretary in practice:

Nirali Patel

Company Secretaries

ACS/FCS No. : A29452

C P No : 10644

Note : This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.



**ANNEXURE - A**

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee Independent Directors etc. along with attendance register held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under viz.
  - Register of Directors & Key Managerial Personnel
  - Register of Directors' Shareholding
  - Register of loans, guarantees and security and acquisition made by the Company
  - Register of Members
5. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and Section 184 of the Act.
6. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and the Act and attachments thereof during the period under report.
7. Communications/ Letters received from the Independent directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Act as well as listing agreement/SEBI Regulations as mentioned hereunder.



**ANNEXURE – B**

To,  
The Members  
GALLOPS ENTERPRISE LIMITED  
Regd. Off : 9th Floor, Astron Tech Park,  
Near Satellite Police Station,  
Satellite, Ahmedabad - 380015

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2015

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

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

Place: Ahmedabad

Date: 14<sup>th</sup> August, 2015

Signature:

Name of Company Secretary in practice:

*Nirali P.*

Nirali Patel

Company Secretaries

ACS/FCS No. : A29452

C P No : 10644



## **Independent Auditor's Report**

To the Members of Gallops Enterprise Limited

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

We have audited the accompanying standalone financial statements of Gallops Enterprise Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss, 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 Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, of the state of affairs of the Company as at 31 March 2015 and its loss and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the said Order.

### 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

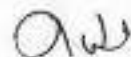
(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has informed that there are no pending litigations to be disclosed in its financial statement which may impact its financial position;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. no amounts are required to be transferred to the Investor Education and Protection Fund by the Company.

For P Doshi & Associates  
Chartered Accountants  
F. R. No.: 102740W



(Parthiv Doshi)  
Proprietor  
Membership number : 032295

Ahmedabad

1<sup>st</sup> September, 2015



**Annexure I to the Independent Auditors' Report**  
(Referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

(b) All the assets have been physically verified by the management during the year and no discrepancy was noticed on such verification.

(ii) (a) The inventory have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

(b) The procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of inventory. No discrepancies were noticed on verification between physical stocks and book records .

(iii) According to the information and explanations given to us during the year , the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register required to be maintained under Section 189 of the Act. **However in earlier years the Company has granted , interest free unsecured advances to two Companies covered in the register required to be maintained under Section 189 of the Act . The above referred advances are interest free and does not carry any other terms and conditions for repayment. The Company has not taken any steps for recovery of the overdue amounts for both the advances .**

(iv) The Company has not carried out any activities for purchase of inventory and fixed assets and sale of goods and services and hence in our opinion paragraph 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 of the Act and rules framed there under.

(vi) The Central Government of India has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2015.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues as applicable have generally been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues as applicable were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable .

(b) According to the information and explanations given to us, there are no dues that have not been deposited by the Company on account of any dispute .

(c) According to the information and explanations given to us no amounts were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under .

(viii) The Company does have accumulated losses more than fifty per cent of its net worth at the end of the financial year and has incurred cash losses in the financial year and in the immediately preceding financial year.





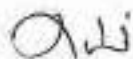
(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its financial institution and bankers. The Company did not have any outstanding debentures during the year.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) The Company did not have any term loans outstanding during the year.

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

**For P Doshi & Associates**  
**Chartered Accountants**  
**F. R. No.: 102740W**



**(Parthiv Doshi)**  
**Proprietor**  
**Membership number : 032295**

Ahmedabad

1<sup>st</sup> September, 2015



**Gallops Enterprise Limited ( Earlier Ficon Lease & Finance Limited)**

CIN: L65910GJ1994PLC023470

**Balance Sheet As At 31st March, 2015**

Particulars		Note No.	31-03-2015	31-03-2014
			₹	₹
I. EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	2		50,114,000	50,114,000
(b) Reserves and Surplus	3		(43,911,614)	(43,655,396)
2 Current liabilities				
(a) Other Current Liabilities	4		106,890	137,038
<b>TOTAL</b>			<b>6,309,276</b>	<b>6,595,641</b>
II. ASSETS				
1 Non-Current assets				
(a) Fixed Assets				
Tangible Assets	5		4,703	4,703
(b) Trade Receivable	6		-	-
(c) Long -Term Loans and Advances	7		3,084	3,084
2 Current Assets				
(a) Inventories	8		1,655,682	1,655,682
(b) Cash and Cash Equivalents	9		87,036	68,401
(c) Short-Term Loans and Advances	10		4,558,771	4,863,771
<b>TOTAL</b>			<b>6,309,276</b>	<b>6,595,641</b>
Significant Accounting Policies	1			
Notes are an integral part of the financial statements				

As per our report of even date.

For, P. Doshi & Associates

Chartered Accountants

F.R.N.: 102740W

  
(Parthiv C. Doshi)

Proprietor

Membership No.: 032295

Place : Ahmedabad

Date : 01-09-2015



For and on behalf of the Board of Directors

  
( Narsinhbhai G. Patel)

Director

DIN: 0036123

Place: Ahmedabad

Date : 01-09-2015

  
(Varun N. Patel)

Director

DIN: 01553662

**Gallops Enterprise Limited ( Earlier Ficon Lease & Finance Limited)**  
**CIN: L65910GJ1994PLC023470**  
**Statement of Profit and Loss For The Year Ended On 31st March, 2015**

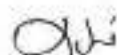
Particulars	Note No.	31-03-2015	31-03-2014
		₹	₹
I. Revenue From Operations	10	-	-
II. Other Income	11	4,764	6,260
III. Total Revenue (I + II)		4,764	6,260
IV. Expenses:			
Purchases of Stock in Trade	12A	-	-
Changes in Inventories	12B	-	-
Employee Benefits Expense	13	162,000	150,296
Other Expenses	14	98,012	120,456
Finance Costs	15	970	-
Provision for Doubtful Loans/Advances		-	-
Total expenses		260,982	270,752
V. Profit / ( Loss) before tax (III- IV)		(256,218)	(264,492)
VI. Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
VII. Profit / (Loss) After Tax for the period (V - VI)		(256,218)	(264,492)
VIII Earnings Per Equity Share:			
(1) Basic		-	-
(2) Diluted		-	-

As per our report of even date.

For, P. Doshi & Associates

Chartered Accountants

F.R.N.: 102740W



(Parthiv C. Doshi)

Proprietor

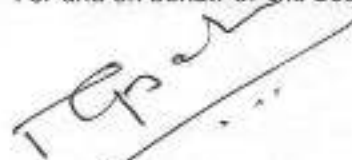
Membership No.: 032295

Place : Ahmedabad

Date : 01-09-2015



For and on behalf of the Board of Directors



( Narsinhbhai G Patel)

Director

DIN: 0036123

Place: Ahmedabad

Date : 01-09-2015



( Varun N Patel)

Director

DIN: 01553662

**GALLOPS ENTERPRISE LIMITED (Earlier Ficon Lease & Finance Limited)**  
**CIN: L65910GJ1994PLC023470**

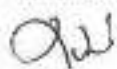
<b>Cash Flow Statement</b>	<b>2014-15 (Rupees)</b>	<b>2013-14 (Rupees)</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/loss after tax & extra ordinary items	(256218)	(264492)
ADJUSTMENT FOR		
Depreciation		0
Dividend	(4764)	(4265)
Interest	970	(1995)
Provision for Doubtful Loan / Advances	0	0
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES :	(260012)	(270752)
ADJUSTMENT FOR		
Trade and other receivables	0	0
Inventories	0	0
Trade and other payables	(30147)	37234
CASH GENERATED FROM OPERATIONS	(290159)	(233518)
Interest Paid	(970)	0
NET CASH FROM OPERATING ACTIVITIES	(291129)	(233518)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Sale of Assets		0
Advance for Sale of Asset		0
Changes In Loans and advances	305000	217817
Dividend Received	4764	4265
NET CASH FROM INVESTING ACTIVITIES	309764	222082
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Dividend Paid	0	0
Interest Income	0	1995
NET CASH FROM FINANCING ACTIVITIES	0	1995
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	18635	(9441)
Opening Balance of Cash & Cash Equivalent	68401	77842
Closing Balance of Cash & Cash Equivalent	87036	68401

As per our report of even date,

For, P. Doshi & Associates

Chartered Accountants

F.R.N.: 102740W



(Parthiv C. Doshi)

Proprietor

Membership No.: 032295

Place : Ahmedabad

Date : 01-09-2015



For and on behalf of the Board of Directors

  
 ( Narsinhbhai G. Patel )

Director

DIN: 0036123

Place: Ahmedabad

Date : 01-09-2015

  
 ( Varun N. Patel )

Director

DIN: 01553662

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### **1.1. Basis of Preparation of Financial Statements:**

#### **(a) Basis of Accounting:**

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India and presented under the historical cost convention on accrual basis of accounting to comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

#### **(b) Use of Estimates:**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of income and expenses during the period.

#### **(c) Current/Non Current Classification**

Any asset or liability is classified as current if it satisfies any of the following conditions :

- (i) It is expected to be realised or settled or is intended for sale or consumption in the company's normal operating cycle;
- (ii) It is expected to be realised or settled within twelve months from the reporting date;
- (iii) In the case of an asset,
  - it is held primarily for the purpose of being traded; or
  - it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months
- in the case of a liability, the company does not have an unconditional right to defer settlement of the liability for at least

**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 12 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.

### **1.2. Tangible Fixed Assets:**

Tangible fixed assets are carried at the cost of acquisition less accumulated depreciation. The cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction period are capitalized.

### **1.3. Revenue Recognition:**

Revenue from services is recognised on accrual basis

Dividend Income is recognised when the right to receive payment is established.

### **1.4. Inventory:**

Stock in trade of equity shares are valued at lower of cost or market. In absence of available market rate, it is taken at Rupee 1/- per equity share.

### **1.5. Employee Benefits**

In absence of specifically laid down policies, all employee benefits payable wholly within twelve months of rendering the services are recognised in the period in which the employee renders the related service.

### **1.6. Provision for Taxation:**

No provision for current tax is made in accordance with the Income Tax Act, 1961 in view of loss.

Deferred tax assets arising on account of unabsorbed depreciation and brought forward losses have not been recognised in the books of account, in view of there being no virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.





### 1.7. Provisions :

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

### 1.8. Earnings Per Share (EPS):

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

### Note #2 : SHARE CAPITAL

#### (a) Authorised, Issued, Subscribed and Paid-up

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number	₹	Number	₹
<b>Authorised</b>				
Equity Shares of ₹ 10/- each	5,500,000	55,000,000.00	5,500,000	55,000,000.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of ₹ 10/- each	5,011,400	50,114,000.00	5,011,400	50,114,000.00
<b>Subscribed but not fully Paid up</b>				
Equity Shares of ₹ 10/- each, not fully paid up	-	-	-	-
<b>Total</b>	<b>5,011,400</b>	<b>50,114,000.00</b>	<b>5,011,400</b>	<b>50,114,000.00</b>

#### (b) A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	5,011,400	50,114,000.00	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>5,011,400</b>	<b>50,114,000.00</b>	<b>-</b>	<b>-</b>

#### (c) Details of shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of Shareholder	As at 31-03-2015		As at 31-03-2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
(i) Narsinhbhai G. Patel	894,000	17.84	894,000	17.84
(ii) Patel Narsinhbhai Ganpatbhai as karta of huf	435,300	8.69	435,300	8.69
(iii) Varun N. Patel	300,000	5.99	300,000	5.99



**(d) Terms / Rights attached to Equity Shares**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

As per the Companies Act, 1956, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note #3 : RESERVE & SURPLUS**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Surplus		
Opening balance	(43,655,396)	(43,390,904)
(+/-) Net Profit/(Net Loss) For the current year	(256,218)	(264,492)
Closing Balance	(43,911,614)	(43,655,396)

**Note #4 : OTHER CURRENT LIABILITIES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
(a) Other Payables:		
- Provision for other Expenses	28,480	25,283
- Other Payables	78,410	111,755
Total	106,890	137,038

Other Current Liabilities stated above include debts due to :

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Directors	62,000	62,000
Company in which director is a director	-	-
Firm in which director is a Partner	-	-
	62,000	62,000

**Note #5 : FIXED ASSETS**

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 01-04-2014	Additions/ Deduction/A djustment	Balance as at 31- 03-2015	Balance as at 01-04-2014	Additions/ Deduction/A djustment	Balance as at 31-03-2015	Balance as at 31-03-2015	Balance as at 31-03-2014
	₹	₹	₹	₹	₹	₹	₹	₹
A Tangible Assets								
Office Equipment	250,900.00	-	250,900.00	246,197.00	-	246,197.00	4,703.00	4,703.00
Total	250,900.00	-	250,900.00	246,197.00	-	246,197.00	4,703.00	4,703.00
(Previous Year)	(250,900.00)	-	250,900.00	(246,197.00)	-	246,197.00	4,703.00	



**Note # 6 : TRADE RECEIVABLES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Trade receivables outstanding for a period exceeding six months	348,430	348,430
Less: Provision for doubtful Trade Receivable	348,430	348,430
<b>Total</b>	-	-

Trade Receivable stated above include debts due by:

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Directors	-	-
Company in which director is a director	-	-
Firm in which director is a Partner	-	-
	-	-

**Note # 7 : LONG TERM LOANS AND ADVANCES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
(a) Staff Loans - Unsecured, considered doubtful	25,525	25,525
Less: Provision for doubtful Staff Loan	25,525	25,525
sub total (a)	-	-
(b) Loans To Others - Unsecured, considered doubtful	2,404,297	2,404,297
Less: Provision for doubtful Loan	2,404,297	2,404,297
sub total (b)	-	-
(c) Advances To Companies - Unsecured, considered Good	3,084	3,084
sub total (c)	3,084	3,084
(d) Advances To Companies - Unsecured, considered doubtful	9,208,322	9,208,322
Less: Provision for Doubtful Advance to Companies	9,208,322	9,208,322
sub total (d)	-	-
(e) Advances To Others - Unsecured, considered doubtful	5,826,836	5,826,836
Less: Provision for Doubtful Advance to others	5,826,836	5,826,836
sub total (e)	-	-
(f) Tax Deducted at Source	-	-
total (a+b+c+d+f)	3,084	3,084

Long term Loans &amp; Advances stated above include debts due by:

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Directors	-	-
Company in which director is a director	2,600,000	2,600,000
Firm in which director is a Partner	-	-
	2,600,000	2,600,000



**Note # 8 : INVENTORIES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Stock-in-trade (Valued at lower of cost or market)( Note: # 1 (1.4))	1,655,682	1,655,682
Total	1,655,682	1,655,682

**Note # 9 : CASH AND CASH EQUIVALENTS**

Cash and Cash equivalents	As at 31-03-2015	As at 31-03-2014
	₹	₹
(a) Balances with banks in Current Accounts	30,137	13,052
(b) Cash on hand	56,899	55,349
	87,036	68,401

**Note # 10: SHORT TERM LOANS AND ADVANCES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
(a) Advances To Company - Unsecured Considered good	4,558,771	4,863,771
	4,558,771	4,863,771

Short term Loans & Advances stated above include debts due by:

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Directors	-	-
Company in which director is a director	4,558,771	4,863,771
Firm in which director is a Partner	-	-
	4,558,771	4,863,771



**Note #11 : REVENUE FROM OPERATIONS**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Consulting Income	-	-
	-	-

**Note #12 : OTHER INCOME**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Dividend	4,763.57	6,259.60
	4,763.57	6,259.60

**Note #13 : PURCHASE OF STOCK IN TRADE AND CHANGES IN INVENTORIES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
(A) Purchase of Stock In Trade	-	-
(B) Changes in Inventories of Stock-In-Trade		
Stock at the Beginning of the year		
- Stock-In-Trade	1,655,681.54	1,655,681.54
Stock at the end of the year		
- Stock-In-Trade	1,655,681.54	1,655,681.54
Changes in Inventories of Stock-In-Trade	-	-

**Note #14 : EMPLOYEE BENEFITS EXPENSE**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Salaries & Bonus	162,000.00	150,296.00
	162,000.00	150,296.00

**Note #15 : FINANCE COSTS**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Other Interest	970.00	-
	970.00	-

**Note #16 : OTHER EXPENSES**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
Miscellaneous Expenses	98,012.40	120,456.08
	98,012.40	120,456.08





**Note #17 : CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)**

Particulars	As at 31-03-2015	As at 31-03-2014
	₹	₹
(i) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debt	-	-
(b) Other money for which the Company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
	-	-
	-	-
	-	-

**Note #18 : PAYMENTS TO AUDITORS**

Particulars	2014-15	2013-14
	₹	₹
a. as auditor	13680.00	13483.00
b. as for taxation matters	6742.00	6618.00
<b>Total</b>	<b>20422.00</b>	<b>20101.00</b>

**Note #19 OTHER INFORMATION**

Particulars	2014-15	2013-14
	₹	₹
(a) CIF Value of Imports	-	-
(b) Expenditure in Foreign Currency	-	-
(c) Earnings in Foreign Currency	-	-
(d) Dividend Remittance in Foreign Currency	-	-

**Note # 20 : INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY ACCOUNTING STANDARD (AS) 18 FOR THE YEAR ENDED 31ST MARCH 2014**

Particulars	Key Management Personnel		Enterprises Controlled By Key Management Personnel Or Their Relatives	
	2014-15	2013-14	2014-15	2013-14
Repayment of Advances Given	-	-	305,000.00	110,000.00
Advance Received	-	62,000.00	-	-
<u>Outstanding as at 31st March:</u>				
Amount Receivables	-	-	7,158,771.00	7,573,771.00
Amount Payable	62,000.00	62,000.00	-	-



1. Key Managerial Personnel	Designation
(i) Bhartiben B. Patel	Managing Director
(ii) Naginbhai G. Patel	Director
(iii) Narsinhbhai G. Patel	Director
(iv) Shailesh L. Patel	Director
(v) Riken B. Patel	Director
(vi) Naman K. Vyas	Director
(vii) Dakshesh R. Shah	Director
(viii) Varun N. Patel	Director
(ix) Amrish J. Patel	Director
2. Enterprises Controlled By Key Management Personnel or Their Relatives	
(i) Gallops Infrastructure Limited	
(ii) Parshava Tex Chem (I) Private Limited	
(iii) N G Realty Private Limited	
(iv) N G Patel Finlease Private Limited	
(v) N G Infotech India Private Limited	
(vi) Astron Technologies Private Limited	
(vii) Gallops Realty Pvt Ltd.	
(viii) Iridium Enterprise Limited	
(ix) Gallops Infra Con Private Limited	
(x) Ashwa Infra Con Private Limited	
(xi) Equisearch Broking Private Limited	
(xii) Nexus Enterprise	
(xiii) Navkar Builders Ltd.	
(xiv) Parshva Aluminium Co. Pvt. Ltd.	
(xv) Anar Project Ltd.	
(xvi) Innovative Infraplus India P. Ltd.	
(xvii) Rajpath Club Limited	
(xviii) Karnavali Club Limited	

**Note #21 :**

In the opinion of the Board, all the assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance sheet.

**Note #22 :**

Previous year's figures have been re-grouped / re-classified wherever necessary to correspond with the current year's classification/disclosure.

**SIGNATURES TO NOTES TO FINANCIAL STATEMENTS**

As per our report of even date.

For, P. Doshi & Associates

Chartered Accountants

F.R.N.: 102740W



(Parthiv C. Doshi)

Proprietor

Membership No.: 032295

Place : Ahmedabad

Date : 01-09-2015



For and on behalf of the Board of Directors

Director

Director

Place: Ahmedabad

Date : 01-09-2015

**AUDITOR'S CERTIFICATE**

To,  
The Board of Directors,  
Gallops Enterprise Limited  
(Earlier Ficon Lease & Finance Limited)  
Ahmedabad.

We have examined the attached Cash Flow Statement of Gallops Enterprise Limited (Earlier Ficon Lease & Finance Limited) for the year ended 31<sup>st</sup> March 2015.

The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with the corresponding Statement of Profit and Loss and Balance Sheet covered by our report of 1st September, 2015 to the members of the Company.

Place : Ahmedabad  
Date : 01-09-2015

For, P. Doshi & Associates  
Chartered Accountants  
F.R.N.: 102740W



(Parthiv C. Doshi)

Proprietor

Membership No.: 032295



**Gallaps Enterprise Limited (Earlier Ficon Lease & Finance Limited)**

Groupings : Balance Sheet as on 31-03-2015

	AS AT 31-03-2015 ₹		AS AT 31-03-2014 ₹	
<b>Other Payables:</b>				
<b>(a) Provision for other Expenses</b>				
Audit Fees Payable	11,680.00		13,483.00	
Expenses Payable	14,800.00	28,480.00	11,800.00	25,283.00
<b>(b) Other Liabilities</b>				
Unpaid Refund Order (Public Issue)	7,830.00		7,830.00	
Unpaid Brokerage(Public Issue)	60.00		60.00	
Printline	4,500.00		4,500.00	
TDS on Professional Fees	3,821.00		3,484.00	
Professional Tax	200.00		200.00	
Varun Naginbhai Patel	62,000.00		62,000.00	
HDFC Bank Ltd A/c. No. 12852320000326	-		28,455.53	
Sharepro Services (India) Pvt. Ltd	-	76,411.00	5,225.00	111,754.53
		105,891.00		137,037.53
<b>Trade Receivable</b>				
<b>(a) Sundry Debtors - Unsecured, considered doubtful</b>				
Pradeepbhai V. Kapoor		348,430.00		348,430.00
Less: Provision for doubtful Trade Receivable		348,430.00		348,430.00
		-		-
<b>Short Term Loans And Advances</b>				
<b>(a) Staff Loan</b>				
Mukesh M. Patel	13,375.00		13,375.00	
Mukesh B. Patel	12,150.00	25,525.00	12,150.00	25,525.00
Less: Provision for doubtful Staff Loan		25,525.00		25,525.00
		-		-
<b>(b) Loans to Others</b>				
Sund. Kirtikant - HUF	2,361,138.00		2,361,138.00	
Madhubhai L. Patel	43,158.80	2,404,296.80	43,158.80	2,404,296.80
Less: Provision for Doubtful Loans to others		2,404,296.80		2,404,296.80
		-		-
<b>(c) Advances Receivable in Cash or Kind</b>				
<b>(i) Advances to Companies:</b>				
Rishi Plast Ltd	108,322.00		108,322.00	
Galleps Infrastructure Ltd	4,558,771.00		4,863,771.00	
Isha Securities Ltd	6,500,000.00		6,500,000.00	
Pinnacle Share Registry Pvt. Ltd	3,084.00		3,084.00	
Parsha Tex Chem (I) Pvt. Ltd	2,600,000.00	13,770,177.00	2,600,000.00	14,075,177.00
Less: Provision for Doubtful Advance to Companies		9,208,322.00		9,208,322.00
		4,561,855.00		4,866,855.00
<b>(ii) Advances to Others:</b>				
Sanjay S Shah	326,836.00		326,836.00	
Isha Investment	5,500,000.00	5,826,836.00	5,500,000.00	5,826,836.00
Less: Provision for doubtful Advances to others		5,826,836.00		5,826,836.00
		-		-
<b>(iii) TDS (31-03-2009)</b>				
<b>Cash &amp; Cash Equivalents</b>				
<b>(a) Cash on Hand</b>				
		56,898.95		55,348.95
<b>(b) Bank Balances in Current Accounts</b>				
Dena Bank, Navrangpura - A/c. No.015111001221	3,937.77		5,048.77	
Dena Bank, Public Issue - A/c. No. 31552	7,965.00		7,965.00	
Dena Bank, Navrangpura -A/c. No. 015113001073	38.51		38.51	
HDFC Bank Ltd A/c. No. 12852320000326	18,195.64	30,136.92		13,052.28
		57,035.87		68,401.23

*[Handwritten Signature]*

*[Handwritten Signature]*

**Gallops Enterprise Limited (Earlier Ficon Lease & Finance Limited)**

**Groupings : Profit & Loss Account 2014-15**

	2014-15 ₹	2013-14 ₹
<b><u>Operating Income</u></b>		
Consulting Income	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
<b><u>Non-Operating Income</u></b>		
Dividend Income	4763.57	4264.60
Interest Income	0.00	1995.00
	<u>4763.57</u>	<u>6259.60</u>
<b><u>Purchase of Stock In Trade:</u></b>		
Purchase of Securities	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
<b><u>Employees Benefit Expense:</u></b>		
(a) Salaries & Bonus		
Salary	150000.00	140400.00
Bonus	12000.00	9896.00
	<u>162000.00</u>	<u>150296.00</u>
<b><u>Finance Costs:</u></b>		
Other Interest	970.00	0.00
	<u>970.00</u>	<u>0.00</u>
<b><u>Provision for Doubtful Loan / Advances</u></b>		
Provision for doubtful Staff Loan	0.00	0.00
Provision for Doubtful Loans to others	0.00	0.00
Provision for Doubtful Advance to Companies	0.00	0.00
Provision for doubtful Advances to others	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
<b><u>Other Expenses:</u></b>		
<b><u>Miscellaneous Expenses</u></b>		
Audit Fees	13680.00	13483.00
Legal & Professional Fees	6742.00	16742.00
Custodial Fees	33708.00	33265.00
Demat, Penalty & Ser. Charges	1685.40	337.08
Income Tax Exps.	0.00	16882.00
Office Exps.	20.00	0.00
Registry & Securities Transfer Fees	38406.00	34863.00
Bank Charges	1111.00	647.00
Conveyance Exps.	0.00	40.00
Internet Exps.	0.00	719.00
Professional Tax	2000.00	2000.00
Postage & Angadia Exps.	660.00	478.00
ROC Filing Fees	0.00	1000.00
	<u>98012.40</u>	<u>120456.08</u>

*Handwritten signature: T. G. Paul*

*Handwritten signature: [Signature]*