

BLUE CHIP INDIA LIMITED

10, PRINCEP STREET, 2ND FLOOR, KOLKATA - 700 072

Phone : 2225-6851 ♦ FAX : (033) 2237-9053

E-mail : info@bluechipindia.net

Website : www.bluechipindia.net

Dated: 25.09.2017

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001

The Asst. General Manager – Listing
The National Stock Exchange of India Ltd.
Plot No. C/1, Block-G
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

The Asst. General Manager
Department of Corporate Services
BSE Ltd.
25th Floor, Phiroz Jeejeeboy Towers
Dalal Street, Mumbai – 400 001

Dear Sir/ Madam,

Sub: Submission of Annual Report for the financial year 2016-2017

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report for the financial year 2016-2017.

This is for your information & record.

Thanking you.

Yours faithfully,
For **Blue Chip India Limited**



Pranab Chakraborty
(Director)
DIN: 03568360

BLUE CHIP INDIA LIMITED

32nd

Annual Report

2016 - 2017

Thirty-Second Annual Report, 2017

BOARD OF DIRECTORS

SHRI ARIHANT JAIN, Managing Director
SHRI AMIYA KUMAR BASU
SHRI SUBHABRATA TALUKDAR
SHRI PRANAB CHAKRABORTY
SMT. MADHU BARNWAL
SHRI SUBHANKAR KAYAL

COMPANY SECRETARY

MS. JYOTI GUPTA

AUDITORS

M/S. DEOKI BIJAY & CO.
Chartered Accountants

BANKERS

CANARA BANK
HDFC BANK

REGISTERED OFFICE

10, PRINCEP STREET
2ND FLOOR
KOLKATA - 700 072
Phone : (033) 4002 2880
Fax : (033) 2237-9053
E-mail : info@bluechipind.net
Website : www.bluechipind.net
CIN : L65991WB1993PLC060597

**REGISTRAR & SHARE
TRANSFER AGENTS**

MAHESHWARI DATAMATICS PVT. LTD.
6, MANGOE LANE, 2ND FLOOR
KOLKATA - 700 001
Phone : (033) 2243-5809, 2248-2248
Fax : (033) 2248-4787
Email : mdpldc@yahoo.com

NOTICE

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the company will be held on Wednesday, 20th day of September, 2017 at 9.30 a.m. at the "Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Subhankar Kayal (DIN : 03568470), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the Members at the Annual General Meeting appointing M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E), as Statutory Auditor of the Company, to hold office until the conclusion of Annual General Meeting of the Company held in the year 2019, the Company hereby ratifies and confirms the appointment of M/s. Deoki Bijay & Co., Chartered Accountants as Statutory Auditors of the Company, for the financial year ending 31st march, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (herein referred to as "the Act") and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Shri Arihant Jain (DIN: 00174557) as Managing Director of the Company for a period of five years with effect from 11th December, 2016 on the terms and conditions, as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment, which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to by and between the Board of Directors and Shri Arihant Jain, without any further reference to the shareholders in general meeting.

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072
Date : 9th August, 2017

By the order of the Board
For **Blue Chip India Limited**

Jyoti Gupta
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company at 10, Princep Street, 2nd Floor, Kolkata 700 072, not less than forty-eight hours before the commencement of the Annual General Meeting.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. As per Secretarial Standard 2, the Proxy-holder are requested to bring valid identity proofs (viz, PAN Card, Voter ID Card, Passport, Aadhar Card etc.) at the venue of the meeting for identification.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
4. Notice of Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories on 04th August, 2017. Any member who acquire shares and became Member after dispatch of Notice and Annual Report may obtain the same from Company website: www.bluechipind.net or may request for a copy of the same by writing to the Company at info@bluechipind.net or Registrar and Share Transfer Agent ('Registrar') at mdpldc@yahoo.com.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting. Members holding shares in dematerialised form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
9. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
10. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

11. Members are requested to inform their correct email address, if any to the Depositories (if shares held in demat form) and to our Registrar (if shares are held in physical form) in compliance of Green Initiative circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/document through e-mail.
12. Members holding shares in multiple folios are requested to submit their application to Registrar for consolidation of folios into single folio.
13. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
14. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pertaining to the Directors being appointed/re-appointed at the Annual General Meeting, forms integral part of the notice.
15. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Annual General Meeting.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September 2017 to Wednesday, 20th September 2017 (both days inclusive).
17. Process and Manner for Members opting to vote through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as ammended , Regulation 44 of the Listing Regulations and any other applicable provisions, if any, the Company is pleased to provide members facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 32nd Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for member to vote using the remote e-voting facility, and member may avail of the facility at his/her/its discretion. **The instructions for e-voting are as under :**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) However, If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form

| | |
|--|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| Dividend Bank Details or Date of Birth # | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. |

* Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <BLUE CHIP INDIA LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Institutional Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) The voting period begins on Sunday, 17th September, 2017 at 9.00 a.m. and ends on Tuesday, 19th September, 2017 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 13th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) Any person who acquired shares and became Member after dispatch of Notice of 32nd AGM and holds shares as of the cut-off date of 13th September, 2017 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com
- (xxi) A facility for voting through Ballot paper shall be made available at the AGM venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 20th September, 2017 between 9.30 A.M. till the conclusion of the meeting.
- (xxii) For abundant clarity, please note that Members who have already cast their vote by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to cast their vote again. However, in case members cast their vote exercising both options i.e., physical and remote e-voting, then vote casted through e-voting shall only be taken into consideration and treated as valid whereas vote casted physically at the meeting shall be treated as invalid.
- (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 13th September, 2017.
- III. Mr. Atul Kumar Labh (C.P. No. 3238, Membership No. FCS 4848) of A. K. Labh & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
- IV. The Scrutinizer shall within forty eight hours from the conclusion of meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forward to the Chairman of the AGM who shall countersign the same and declare the Results of the voting forthwith and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- V. The consolidated results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072

Date : 9th August, 2017

By the order of the Board
For **Blue Chip India Limited**

Jyoti Gupta
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 4****Re-appointment of Shri Arihant Jain as Managing Director**

Shri Arihant Jain was re-appointed as Managing Director of the Company for a period of five years with effect from 11th December, 2016. He has been the Director of the Company since 11th December, 2006.

The present tenure of Shri Arihant Jain expired on 10th December, 2016. Shri Arihant Jain, aged 36 years, has done M.Sc. in International Securities Investment and banking and has a vast experience in investment, finance and corporate matters. He hold 800 shares in the Company. He is a Director in one other Company registered in India excluding private limited companies and organizations. Keeping into view his experience, performance, leadership, capabilities and entrepreneurship skills, the Board of Directors of the Company (on recommendations of the Nomination and Remuneration Committee) at their meeting held on 11th November, 2016 have, subject to the approval of shareholders and such other approval as may be necessary, re-appointed Shri Arihant Jain as Managing Director of the Company for a further period of five years effective from 11th December, 2016 on the following terms & conditions :

1. No remuneration shall be paid to the Managing Director.
2. No perquisites will be payable to the Managing Director. Provision of Car for Company's business and telephones at Residence will not be considered as perquisites. However, use of car and long distance calls for personal purpose shall be billed by the Company.
3. The Managing Director shall be reimbursed by the Company in respect of any out of pocket expenses incurred by him in discharge of his bona fide functions/duties on behalf of the Company.
4. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors of the Company or any Committees thereof, as long as he functions as the Managing Director of the Company.
5. The Managing Director shall give an undertaking to the company that he shall not so long he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company in future without the prior approval of the Central Government. This appointment shall be conditional upon the furnishing of such an undertaking and shall cease and determine upon the conversion of the same.
6. That subject to the superintendence and control of the Board of Directors of the Company, Shri Arihant Jain shall manage overall affairs of the Company and perform all managerial duties, exercise powers and authorities which remain vested with him under the Companies Act, 2013, and rules framed thereunder and Articles of Association, whether or not express, implied or assigned.
7. The tenure of Shri Arihant Jain, as the Managing Director of the Company, shall be five years starting from 11th day of December, 2016 and ending on 10th day of December, 2021.
8. That the Managing Director as well as the Company shall have the right to terminate this agreement by giving the other party one months' notice in writing, subject to the discretion of the Board of Directors of the Company, to agree at a shorter notice.
9. The terms and conditions of Managing Director appointment may be varied, altered, and modify from time to time by the Board as it may in its discretion deem fit in accordance with the provisions of the Companies Act, 2013, The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 or amendments made hereafter in this regard.

Shri Arihant Jain, being eligible, offer himself for re-appointment. In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Resolution set out at item no.4 of the accompanying notice for the approval of the members.

Except Shri Arihant Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

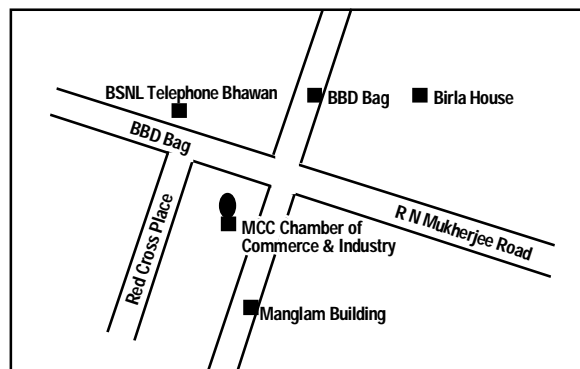
Additional Information of the Directors seeking appointment/re-appointment at the Annual General Meeting in pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :

| | | |
|---|---|--|
| Name of the Director | Shri Arihant Jain | Shri Subhankar Kayal |
| DIN | 00174557 | 03568470 |
| Date of Birth | 01/08/1981 | 16/05/1992 |
| Date of Appointment | 11/12/2006 | 14/08/2015 |
| Qualification | M.Sc. in International Securities Investment and banking | B.Com |
| Expertise | Shri Jain has a vast experience in investment, finance and corporate matters. | Shri Kayal has a vast experience in corporate related matters. |
| Directorship of other public companies (*) (as at 31.03.2017) | 1 | 1 |
| Chairman/Membership in Committees of other public companies(**) | – | – |
| Shareholding in Equity Shares of the Company and % of holding | 800 | – |

(*) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(**) Audit Committee & Stakeholders Relationship Committee are considered.

Route map of the Venue of the Annual General Meeting is appended below :



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the Thirty-Second Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2017.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company, for the year under review are given below :

| Particulars | Year ended 31.03.2017 (in Rs.) | Year ended 31.03.2016 (in Rs.) |
|--|--------------------------------------|--------------------------------------|
| Profit before tax and exceptional items | (26,24,449.17) | 4,81,847.74 |
| Exceptional Items | — | 19,256.00 |
| Profit before tax | (26,24,449.17) | 4,62,591.74 |
| Tax Expense : | | |
| (1) Current Tax | — | — |
| (2) Tax for earlier years | 2,16,553.00 | — |
| Profit after tax | (28,41,002.17) | 4,62,591.74 |
| Profit for the year | (28,41,002.17) | 4,62,591.74 |

2. DIVIDEND & RESERVE

The Board have decided not to recommend any dividend for the year under review.

During the year under review, no amount was transferred to General Reserve.

3. PERFORMANCE REVIEW

During the year under review, your Company has incurred a loss of Rs. 28,41,002.17/-. Your Directors are making all efforts to improve the performance of the Company further in future.

4. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2017.

5. SHARE CAPITAL

The paid up equity capital as on March 31, 2017 was Rs. 1106.09 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

6. SUBSIDIARY/JOINT VENTURE/ASSOCIATE

The Company does not have any Subsidiary/Joint Venture/Associate.

7. LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on three Indian Stock Exchanges viz. National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE). The

shares of the Company had been suspended from trading in CSE. Directors are taking necessary steps for the same.

Listing fees for the financial year 2017-18 have been paid to Stock Exchanges. The Company has also paid the annual custodian fees to NSDL & CDSL for the Securities of the Company held in dematerialized mode with them for the year 2017-18.

8. DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

9. LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, your Company being the non-banking financial Company are exempted from disclosure in the Annual Report.

10. CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibilities are not applicable to the Company.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 2013, Shri Subhankar Kayal (DIN: 03568470) retire by rotation and being eligible offer himself for re-appointment. The Board recommends his re-appointment for the approval of the members.

The Board of Directors on recommendation of Nomination & Remuneration Committee re-appointed Shri Arihant Jain as Managing Director of the Company for a period of five years effective from 11th December, 2016 to 10th December, 2021.

Brief resume of Director seeking re-appointment in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in Notice of the 32nd Annual General Meeting of the Company.

Shri Manoj Saraogi ceased to be Chief Financial Officer of the Company w.e.f. close of business hours on 27th May, 2016.

Ms. Jyoti Gupta, resigned from the post of Company Secretary of the Company w.e.f. close of business hours on 12th September, 2016 and has been again appointed as the Company Secretary of the Company w.e.f. 29th May, 2017.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

12. BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015, the Board has carried out an evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committee.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Managing Director and Non Independent Director was carried out by the Independent Directors at their meeting without the attendance of Non-Independent Directors and members of the management. The Directors were satisfied with the evaluation results.

13. NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2016-2017 forms part of Report on Corporate Governance.

14. INTERNAL FINANCIAL CONTROL

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

15. NOMINATION & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board, its Committee and individual Directors. The policy is stated in the Report on Corporate Governance.

16. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a mechanism called "Whistle Blower Policy" for Directors and employees to report genuine concerns or grievances. The policy is available on the website of the Company (www.bluechipind.net).

17. RISK MANAGEMENT POLICY

The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, which provides a mechanism for risk assessment and mitigation.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

18. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Directors has in place Internal Complaint Committee to review the cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and further state that, there were no cases reported in respect to above mentioned Act.

19. RELATED PARTIES TRANSACTION

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of the company. The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bluechipind.net
Details of the transactions with Related Parties are provided in the accompanying financial statements.

20. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

During the year, there are no significant and material order passed by the Regulators/Courts which would impact the going concern of the Company and its future operation.

21. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) 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.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

22. AUDITORS' REPORT/SECRETARIAL AUDIT REPORT

The Directors against the observation made by the Auditors regarding Valuation of inventories of unquoted shares would like to state that it is difficult to estimate fair value of unquoted shares because of the reason that latest balance sheet is not available or the fair value of assets of the concerned companies is difficult to be arrived at which results in unreliable valuation of the Equity Shares. Further, the Management will take the necessary actions in this regard in the subsequent years.

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

The observation made in the Secretarial Audit Report is self explanatory and hence, do not call for any further comments.

23. AUDITORS**• Statutory Auditors**

M/s. Deoki Bijay & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 27th September, 2016, for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting, and the Board Recommends the same for ratification by the Shareholders at the ensuing Annual General Meeting.

• Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. B. K. Barik & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2017. The Secretarial Audit Report is annexed herewith as Annexure I.

• **Internal Auditor**

M/s. Dash & Associates, Chartered Accountants performs the duties of internal auditors of the company for the year ended 31st March, 2017.

24. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT.9 is annexed herewith as Annexure II.

25. MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March 2017, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

26. FOREIGN EXCHANGE

During the period under review there was no foreign exchange earnings or out flow.

27. STATUTORY INFORMATION

Since the Company does not own any manufacturing facility, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

28. PARTICULARS OF EMPLOYEES

The Company had no employee who were in receipt of more than Rs. 1.02 crores per annum during the year ended 31st March, 2017 or of more than Rs. 8.5 Lakhs per month during any part thereof. However the information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been furnished below :

Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended displaying the names of the top ten employees in terms of remuneration drawn during the year :

| Sl. No. | Name of Employee | Designation | Remuneration Gross (In Rs.) | Date of Employment | Nature of Employment |
|---------|----------------------|-----------------------------------|-----------------------------|--------------------|----------------------|
| 1. | Manoj Saraogi | CFO | 76,918.00 | 14.08.2014 | -- |
| 2. | Manoj Saraogi | Senior Accountant | 2,87,700.00 | 01.07.2006 | Whole-time |
| 3. | Madhu Devi Prajapati | Stock Market & Accounts Assistant | 2,35,163.00 | 01.06.2013 | Whole-time |
| 4. | Krishna Banerjee | Share Department Executive | 2,04,929.00 | 01.06.2013 | Whole-time |
| 5. | Jayanta Barik | Secretarial Department Assistant | 1,23,306.00 | 01.06.2013 | Whole-time |
| 6. | Ananda Dolui | Accounts Assistant | 1,22,775.00 | 01.12.2011 | Whole-time |
| 7. | Niladri Bihari Barik | Office Assistant | 1,05,857.00 | 01.09.2005 | Whole-time |

29. EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

30. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per the Listing Regulations, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance.

The Management Discussion and Analysis Report and the Report on Corporate Governance forms an integral part of this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

31. ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Members, Investors, Consultants & Bankers. Your Directors' also place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

Registered Office :

10, Princep Street,
2nd Floor,

Kolkata - 700 072

Dated : 9th August, 2017

On behalf of the Board of Directors

For BLUE CHIP INDIA LIMITED

Arihant Jain
Managing Director

Pranab Chakraborty
Director

Annexure I to the Directors' Report**Form No. MR - 3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

The Members,

M/s. BLUE CHIP INDIA LIMITED

10, Princep Street, 2nd Floor,
Kolkata - 700072

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s. BLUE CHIP INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the **M/s. BLUE CHIP INDIA LIMITED**, books, papers, minute books, forms, and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report in our opinion that the company has during the audit period covering the financial year ended on 31st March, 2017 complied with all the statutory provisions listed hereunder and also that the company has proper Board-process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. BLUE CHIP INDIA LIMITED** ("the Company"), for the financial year ended on 31st March, 2017 according to provision 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) 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 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- (v) The regulations made by the Reserve Bank of India (under the Reserve Bank Act, 1934) with regard to Non-Banking Financial Companies ("NBFC").

We also examined compliance with the applicable clauses of the following :-

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, effective from July 1, 2015.
- (ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

The Company is in process of appointing Chief Financial Officer.

We further report that

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

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **B. K. BARIK & ASSOCIATES**
Company Secretaries
B. K. Barik
Practising Company Secretary
FCS : 5696, C.P.No. 3897

Place : Kolkata
Date : 29th May, 2017

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

Annexure - A

The Members,
M/s. BLUE CHIP INDIA LIMITED
10, Princep Street, 2nd Floor,
Kolkata - 700072

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

Place : Kolkata
Date : 29th May, 2017

For **B. K. BARIK & ASSOCIATES**
Company Secretaries
B. K. Barik
Practising Company Secretary
FCS : 5696, C.P.No. 3897

Annexure II to the Directors' Report**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2017**

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

I. REGISTRATION & OTHER DETAILS :

| | | |
|------|---|--|
| i) | CIN | L65991WB1993PLC060597 |
| ii) | Registration Date | 27/10/1993 |
| iii) | Name of the Company | BLUE CHIP INDIA LIMITED |
| iv) | Category / Sub-Category of the Company | COMPANY LIMITED BY SHARES |
| v) | Address of the Registered office and contact details | 10, PRINCEP STREET, 2ND FLOOR KOLKATA - 700072 PHONE : 033-40022880 EMAIL ID : info@bluechipind.net |
| vi) | Whether listed company | YES |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent | MAHESHWARI DATAMATICS PVT. LTD. 6, MANGOE LANE, 2ND FLOOR KOLKATA - 700001 PHONE : 033-2243-5809, 2248-2248 FAX : 033-2248-4787 EMAIL ID : mdpldc@yahoo.com |

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 :

| Sl. No. | Name & Description of main products/services | NIC Code of the Product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Sale of Equity Shares | 64990 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| Sl. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|---------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| 1. | N.A. | N.A. | N.A. | N.A. | N.A. |

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**(i) Category-wise Share Holding**

| 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 | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 179600 | NIL | 179600 | 0.3247 | 179600 | NIL | 179600 | 0.3247 | NIL |
| b) Central Govt. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) State Govt (s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) Bodies Corp. | 6198569 | NIL | 6198569 | 11.2081 | 6035670 | NIL | 6035670 | 10.9136 | -2.6280 |
| e) Banks/FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Any Other | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (A) (1):- | 6378169 | NIL | 6378169 | 11.5328 | 6215270 | NIL | 6215270 | 11.2383 | -2.5540 |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Other - Individuals | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) Bodies Corp. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Any Other | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (A) (2):- | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Total shareholding of Promoter (A) = (A)(1) + (A)(2) | 6378169 | NIL | 6378169 | 11.5328 | 6215270 | NIL | 6215270 | 11.2383 | -2.5540 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Banks/FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) Central Govt. | 1000 | NIL | 1000 | 0.0018 | 1000 | NIL | 1000 | 0.0018 | 100.00 |
| d) State Govt(s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Insurance Companies | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| g) FIs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| h) Foreign Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| i) Others (specify) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (B)(1):- | 1000 | NIL | 1000 | 0.0018 | 1000 | NIL | 1000 | 0.0018 | 100.00 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 13354330 | 25026 | 13379356 | 24.1922 | 13221220 | 25026 | 13246246 | 23.9515 | -0.9949 |
| ii) Overseas | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 29532862 | 293163 | 29826025 | 53.9307 | 29466347 | 293463 | 29759810 | 53.8110 | -0.2220 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 5320564 | NIL | 5320564 | 9.6205 | 5783370 | NIL | 5783370 | 10.4574 | 8.6984 |

| 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 | |
| c) Others | | | | | | | | | |
| - Trusts | 18000 | NIL | 18000 | 0.0325 | 18000 | NIL | 18000 | 0.0325 | NIL |
| - Clearing Member | 196131 | NIL | 196131 | 0.3546 | 129293 | NIL | 129293 | 0.2338 | -34.0782 |
| - NRI | 185095 | NIL | 185095 | 0.3347 | 151351 | NIL | 151351 | 0.2737 | -18.2306 |
| Sub-total (B)(2):- | 48606982 | 318189 | 48925171 | 88.4652 | 48769581 | 318489 | 49088070 | 88.7599 | 0.3330 |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 48607982 | 318189 | 48926171 | 88.4670 | 48770581 | 318489 | 49089070 | 88.7617 | 0.3329 |
| C. Shares held by Custodian for GDRs & ADRs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Grand Total (A+B+C) | 54986151 | 318189 | 55304340 | 100.0000 | 54985851 | 318489 | 55304340 | 100.0000 | NIL |

(ii) Shareholding of Promoters :

| Sl. No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---------|------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|---|---|
| | | No. of shares | % of total shares of the company | % of shares pledged / encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged / encumbered to total | |
| 1. | Lalita Jain | 179600 | 0.3247 | NIL | 179600 | 0.3247 | NIL | NIL |
| 2. | Bahubali Properties Ltd. | 3982980 | 7.2019 | NIL | 3982980 | 7.2019 | NIL | NIL |
| 3. | Herald Commerce Ltd. | 1885441 | 3.4092 | NIL | 2052690 | 3.7116 | NIL | 8.8706 |
| 4. | Silicon Valley Infotech Ltd. | 330148 | 0.5970 | NIL | NIL | NIL | NIL | -100.0000 |
| | Total | 6378169 | 11.5329 | NIL | 6215270 | 11.2383 | NIL | -2.5540 |

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

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | HERALD COMMERCE LTD. | | | | |
| | At the beginning of the year | 1885441 | 3.4092 | 1885441 | 3.4092 |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc): | 167249 (29/04/2016 -Transfer) | 0.3024 | 2052690 | 3.7116 |
| | At the End of the year | 2052690 | 3.7116 | 2052690 | 3.7116 |
| 2. | SILICON VALLEY INFOTECH LTD. | | | | |
| | At the beginning of the year | 330148 | 0.5970 | 330148 | 0.5970 |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc): | -330148 (27/01/2017 -Transfer) | 0.3024 | NIL | NIL |
| | At the End of the year | NIL | NIL | NIL | NIL |

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

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Date | Reason | Increase/Decrease in Shareholding | | Cumulative shareholding during the year | |
|---------|-------------------------------------|---|----------------------------------|------------|------------------------|-----------------------------------|----------------------------------|---|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Future Zone Entertainment Pvt. Ltd. | 2469494 | 4.4653 | — | — | — | — | 2469494 | 4.4653 |
| 2. | Hanurang Projects Pvt. Ltd. | 1942968 | 3.5132 | — | — | — | — | 1942968 | 3.5132 |
| 3. | Hungerford Consultants Pvt. Ltd. * | 536652 | 0.9704 | — | — | — | — | 536652 | 0.9704 |
| | | | | 30.09.2016 | Transfer | 235337 | 0.4255 | 771989 | 1.3959 |
| | | | | 31.03.2017 | At the end of the year | 771989 | 1.3959 | 771989 | 1.3959 |
| 4. | Ricon Infrastructures Ltd. | 428600 | 0.7750 | — | — | — | — | 428600 | 0.7750 |
| 5. | Rangbarshi Projects Ltd. | 1714375 | 3.0999 | — | — | — | — | 1714375 | 3.0999 |
| 6. | Snapshot Media Pvt. Ltd. | 388400 | 0.7023 | — | — | — | — | 388400 | 0.7023 |
| 7. | Suryasakti Advisory Pvt. Ltd. | 616336 | 1.1144 | — | — | — | — | 616336 | 1.1144 |
| 8. | Suresh Kumar Gupta | 500000 | 0.9041 | — | — | — | — | 500000 | 0.9041 |
| 9. | Aarti Singal | 600000 | 1.0849 | — | — | — | — | 600000 | 1.0849 |
| 10. | Sanjay Singal | 482000 | 0.8715 | — | — | — | — | 482000 | 0.8715 |

** Not in the list of Top 10 shareholders as on 01.04.2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2017.

Ceased to be in the list of Top 10 shareholders as on 31.03.2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2016.

(v) Shareholding of Directors and Key Managerial Personnel :

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | ARIHANT JAIN | | | | |
| | At the beginning of the year | 800 | 0.0014 | 800 | 0.0014 |
| | Date wise Increase / Decrease in Share holding during the year | NIL | NIL | NIL | NIL |
| | At the End of the year | 800 | 0.0014 | 800 | 0.0014 |

Note : No other Director and KMP are holding any shares in the Company.

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 | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i + ii + iii) | NIL | NIL | NIL | NIL |
| Change in Indebtedness during the financial year | | | | |
| • Addition | NIL | NIL | NIL | NIL |
| • Reduction | NIL | NIL | NIL | NIL |
| Net Change | NIL | NIL | NIL | NIL |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i + ii + iii) | NIL | NIL | NIL | NIL |

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

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

B. Remuneration to other Directors :

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|-----------|--|---|--|---|--|--|--------------|
| | | Amiya Kumar Basu - Independent Director | Subhabrata Talukdar - Independent Director | Pranab Chakraborty - Independent Director | Madhu Barnwal - Non-Executive Director | Subhankar Kayal - Non-Executive Director | |
| 1. | Independent Directors | | | | | | |
| | • Fee for attending board committee meetings | NIL | NIL | NIL | — | — | NIL |
| | • Commission | NIL | NIL | NIL | — | — | NIL |
| | • Others, please specify | NIL | NIL | NIL | — | — | NIL |
| | Total (1) | NIL | NIL | NIL | — | — | NIL |
| 2. | Other Non-Executive Directors | | | | | | |
| | • Fee for attending board committee meetings | — | — | — | NIL | NIL | NIL |
| | • Commission | — | — | — | NIL | NIL | NIL |
| | • Others, please specify | — | — | — | NIL | NIL | NIL |
| | Total (2) | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total (B) = (1 + 2) | | | | | | NIL |
| | Total Managerial Remuneration | | | | | | NIL |
| | Overall Ceiling as per the Act | | | | | | NIL |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | |
|---------|---|--|--|
| | | Jyoti Gupta - Company Secretary Resigned w.e.f. 12-09-2016 | Manoj Saraogi - CFO Resigned w.e.f. 27-05-2016 |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | NIL | 76,918.00 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | NIL | NIL |
| 2 | Stock option | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL |
| 4 | Commission - as % of profit - others (specify) | NIL NIL | NIL NIL |
| 5 | Others, please specify | NIL | NIL |
| | Total | NIL | 76,918.00 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/ Court) | Appeal made if any (give details) |
|------------------------------------|------------------------------|-------------------|--|-----------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | N I L | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | N I L | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICER IN DEFAULT | | | | | |
| Penalty | | | N I L | | |
| Punishment | | | | | |
| Compounding | | | | | |

REPORT ON CORPORATE GOVERNANCE

The Company's shares are listed in National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange. Accordingly, the Corporate Governance Report for the year 2016-2017, has been prepared in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"/ "SEBI (LODR) Regulations, 2015") :-

Para 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective Corporate Governance is how an organization is managed, which includes its culture, structure, policies and manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your Company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your Company makes best endeavor to implement these core values in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Regulations.

Para 2. BOARD OF DIRECTORS

(i) Composition of the Board :

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing. All the Directors are above the age of 21 years.

The composition of the Board of Directors as on 31st March, 2017 is given below :

| Sr. No. | Name of Director | Executive/ Non-Executive | No. of other | | |
|---------|---------------------------------------|-----------------------------|------------------|---------------|--------|
| | | | Directorships(+) | Committee(++) | |
| | | | | Chairman | Member |
| 1 | Shri Arihant Jain - Managing Director | Executive | 1 | - | - |
| 2 | Shri Amiya Kumar Basu | Non-Executive & Independent | - | - | - |
| 3 | Shri Subhabrata Talukdar | Non-Executive & Independent | - | - | - |
| 4 | Shri Pranab Chakraborty | Non-Executive & Independent | 2 | 2 | - |
| 5 | Smt. Madhu Barnwal | Non-Executive | 1 | - | - |
| 6 | Shri Subhankar Kayal | Non-Executive | 1 | - | - |

(+) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(++) Represents Chairmanship / Membership of the Audit Committee and Stakeholders Relationship Committee of other companies, in which they are Director.

(ii) The attendance of the Directors at the Board meetings and the last AGM held are given below :

| Name of the Director | No. of Meetings | | Attendance at last AGM - held on 27th September, 2016 |
|---------------------------------------|-----------------|----------|---|
| | Held | Attended | |
| Shri Arihant Jain - Managing Director | 5 | 5 | Yes |
| Shri Amiya Kumar Basu | 5 | 5 | Yes |
| Shri Subhabrata Talukdar | 5 | 5 | Yes |
| Shri Pranab Chakraborty | 5 | 5 | Yes |
| Smt. Madhu Barnwal | 5 | 5 | Yes |
| Shri Subhankar Kayal | 5 | 5 | Yes |

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in the Notice of 32nd Annual General Meeting of the Company.

(iii) Directors' membership in board/committees of other companies :

As per the Listing Regulations, no director can be a Member in more than 10 (ten) committees or act as chairman of more than 5 (five) committees across all companies in which he is a Director.

In terms of the Listing Regulations, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors. Details of other directorships/committee membership/chairmanship held by them are given in Para 2(i) above.

(iv) Number of Board Meetings held, dates on which held :

As per the Listing Regulations, the Board of Directors must meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.

During the financial year 2016-2017, Board met 5 (Five) times on 22/04/2016, 28/05/2016, 12/08/2016, 11/11/2016, and 13/02/2017. The gap between any two Board Meetings did not exceed one hundred and twenty days.

(v) Familiarisation Programme for Directors :

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through programme in compliance of Listing Regulations.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link : www.bluechipind.net

(vi) Independent Directors' Meeting :

During the year under review, a separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the Management, was held on 11th November, 2016, as required under Companies Act, 2013 and Listing Regulations. All Independent Directors were present at the meeting to review the performance of Non-Independent Directors and the Board as a whole,

assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties and discuss matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.

Para 3. AUDIT COMMITTEE

(i) Brief description of the terms of reference :

The terms of reference of the Audit Committee cover the matters specified under Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to :

- a) the appointment of Statutory Auditors of the Company,
- b) review and approval of related party transactions,
- c) provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- d) it acts as a link between the management, statutory auditors and the Board of Directors,
- e) Company's compliance with the legal and statutory requirements.
- f) Such other matters resulting from statutory amendments/modifications from time to time.

(ii) Composition and Name of members :

The Audit Committee, presently, consists of 3 (three) Independent Members. The following directors are the present Members of the Committee :

| Name of the Members | Designation | Nature of Membership |
|--------------------------|-------------|-----------------------------|
| Shri Subhabrata Talukdar | Chairman | Independent & Non-Executive |
| Shri Amiya Kumar Basu | Member | Independent & Non-Executive |
| Shri Pranab Chakraborty | Member | Independent & Non-Executive |

All the Members of the Audit Committee are financially literate and Shri Subhabrata Talukdar, Chairman possesses financial /accounting expertise.

(iii) Meetings held and attendance during the year :

During the financial year 2016-2017, the Audit Committee met 5 (Five) times on 21/04/2016, 27/05/2016, 11/08/2016, 10/11/2016 and 11/02/2017.

| Sr. No. | Members of Audit Committee | No. of meetings held | No. of meetings attended |
|---------|----------------------------|----------------------|--------------------------|
| 1 | Shri Subhabrata Talukdar | 5 | 5 |
| 2 | Shri Amiya Kumar Basu | 5 | 5 |
| 3 | Shri Pranab Chakraborty | 5 | 5 |

Para 4. NOMINATION AND REMUNERATION COMMITTEE**Brief description of the terms of reference :**

The terms of reference of the Nomination & Remuneration Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The Committee is primarily responsible for :

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, KMP and other employees.
- b) Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- c) Devise a policy on Diversity of Board of Directors.
- d) Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted a Remuneration Policy for its Directors, Key Managerial Personnel and other employees. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board and individual Directors. Details of Remuneration Policy is provided in Para 4 (iv) and has also been uploaded on the website of the Company.

(i) Composition and Name of members :

The Nomination & Remuneration Committee, presently, comprises of 3 (Three) Non-Executive and Independent Directors. The following directors are the present Members of the Committee :

| Name of the Members | Designation | Nature of Membership |
|----------------------------|--------------------|-----------------------------|
| Shri Pranab Chakraborty | Chairman | Independent & Non-Executive |
| Shri Subhabrata Talukdar | Member | Independent & Non-Executive |
| Shri Amiya Kumar Basu | Member | Independent & Non-Executive |

(ii) Meetings held and attendance during the year :

During the financial year 2016-2017, the Nomination & Remuneration Committee met on 10/11/2016.

| Name of the Members | No. of meetings held | No. of meetings attended |
|----------------------------|-----------------------------|---------------------------------|
| Shri Pranab Chakraborty | 1 | 1 |
| Shri Subhabrata Talukdar | 1 | 1 |
| Shri Amiya Kumar Basu | 1 | 1 |

(iii) The details of remuneration/sitting fee paid to Directors :

No remuneration/sitting fee has been paid to any Director during the year.

(iv) Criteria for selection and appointment of Directors and Remuneration Policy :**Preamble**

- The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (Board) and for Key Managerial Personnel (KMP) and other employees. The expression KMP shall have the same meaning as defined under Companies Act, 2013. This policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the Board.
- This policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company.
- The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

Criteria for determining qualification

The Board may expect qualified directors to have ample experience and the highest level of personal and professional ethics, integrity and values. The Board shall also consider whether each director possesses the following :

- The highest level of personal and professional ethics, reputation, integrity and values;
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The ability to exercise objectivity and independence in making informed business decisions;
- The willingness and commitment to devote extensive time necessary to fulfill his/her duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others;
- The skills, knowledge and expertise relevant to the Company's business.

Independence Review Criteria

Determination of director independence will be made by the Board for each director on an annual basis upon the recommendation of the Committee. Independent directors have three key roles, namely, governance, control and guidance. Some of the performance indicators, based on which the independent directors shall be evaluated are :-

- Independence from management.
- Independence from Promoter Group.
- No substantial shareholding.
- Ability to contribute to and monitor our corporate governance practices.
- Ability to contribute by introducing international best practices to address top management issues.
- Active participation in long term strategic planning.
- Commitment to the fulfilment of a director obligations and fiduciary responsibilities - this include participation and attendance.
- Other significant relationship which may cause a conflict of interest.

Principles of Remuneration

Company considers that the remuneration system is a key element in creating value. It thus has an advanced remuneration scheme based on the reciprocity of value for employees and for the Company in line with the interests of shareholders. The Company's remuneration system is informed by the following principles :

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy

Remuneration to Non-Executive Directors

Non Executive directors may be paid remuneration by way of sitting fees and reimbursement of expenses for participation in the Board and other meetings and such other payments as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Remuneration to Executive Directors

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company and the Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

Remuneration to other Key Managerial Personnel excluding Executive Director & other employees

Other Key Managerial Personnel excluding Executive Director and other employees shall be paid such remuneration as per term and condition of appointment letter/contract within the range approved by and ratified by the Remuneration Committee. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, shall be approved by the Board.

Evaluation of Individual Directors & Board

The Independent Directors shall have a separate meeting during the year without the attendance of Non-Independent Directors and members of management. All Independent Directors shall strive to be present at the meeting. The meeting shall review the performance of Non-Independent Directors and the Board as a whole. The meeting shall also review the performance of the Chairman, if any of the Company, taking into account the views of the Executive Directors and the Non-Executive Directors.

The performance evaluation of the Independent Directors shall be done by the entire Board, excluding the Director being evaluated. The performance evaluation of the Independent Directors and the Board as a whole shall be in context of the Company's performance and governance perspective.

Criteria for Performance Evaluation are as under :

For Board -

- degree of fulfillment of key responsibilities

- Composition
- Committees of Board
- Board & Committee Meetings
- Team work
- understanding the role
- effectiveness and quality of decision making

For Directors -

- attendance at the meeting
- participation and contribution
- responsibility towards Stakeholders
- compliance and governance
- maintaining confidentiality

In addition to the above Managing Director also being evaluated on -

- leadership
- relationships
- communication
- conduct of meeting
- utilization of resources

Committee -

- degree of fulfillment of key responsibilities
- adequacy of Committee composition
- relationship
- communication
- understanding of regulatory environment
- interaction with the Board

AMENDMENTS TO THIS POLICY

This Policy may be amended or substituted by nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any any statutory changes necessitating the change in the policy.

Para 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Brief description of the terms of reference :

The terms of reference of the Stakeholders Relationship Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The board of Directors of the Company has delegated the authority to approve transfer of shares to Stakeholders Relationship Committee of the Company. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The committee deals with the various matters relating to :

- a. Transfer of shares
- b. Transmission of shares

- c. Issuance of duplicate share certificates as and when required
- d. Shareholders' queries/complaints and its redressal as and when received
- e. Dematerialization/Rematerialization of shares
- f. Split/consolidation of shares
- g. Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company by the directors and designated employees. Shri Arihant Jain, Managing Director has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Price Sensitive Information, as required under the Regulations.

(i) Composition and name of the Chairman :

The Committee is being headed by Shri Amiya Kumar Basu, a Non- Executive Independent Director. The Committee comprises of the following persons :

| Name of the Members | Designation | Nature of Membership |
|--------------------------|-------------|-----------------------------|
| Shri Amiya Kumar Basu | Chairman | Independent & Non-Executive |
| Shri Subhabrata Talukdar | Member | Independent & Non-Executive |
| Shri Pranab Chakraborty | Member | Independent & Non-Executive |

(ii) Meetings held and attendance during the year :

During the financial year 2016-2017, the Stakeholders Relationship Committee met 2 (Two) times on 27/05/2016 and 11/02/2017.

| Sr. No. | Name of the Members | No. of meetings held | No. of meetings attended |
|---------|--------------------------|----------------------|--------------------------|
| 1 | Shri Amiya Kumar Basu | 2 | 2 |
| 2 | Shri Subhabrata Talukdar | 2 | 2 |
| 3 | Shri Pranab Chakraborty | 2 | 2 |

(ii) Name and designation of compliance officer :

As per the requirements of the Listing Regulations, Ms Jyoti Gupta, Company Secretary acts as the Compliance Officer.

(iii) to (iv) Details of the shareholders' complaints received and resolved during the year 2016-17 :

| No. of complaints received | No. of complaints resolved | Pending |
|----------------------------|----------------------------|---------|
| Nil | Nil | Nil |

There have been no material grievances raised and all items referred have been dealt with.

As on 31st March, 2017, there were no pending complaints.

Para 6. GENERAL BODY MEETINGS**(i) Location and Time of last three Annual General Meeting (AGM) :**

The location and time of the last three AGMs are as follows :

| Year | Date | Location | Time |
|---------|------------|---|-----------|
| 2015-16 | 27.09.2016 | "Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001 | 9.30 A.M. |
| 2014-15 | 29.09.2015 | "Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001 | 9.30 A.M. |
| 2013-14 | 26.09.2014 | "Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001 | 9.30 A.M. |

(ii) Details of special resolutions passed in the previous three AGMs :

No special resolution has been passed in the previous three AGMs.

(iii) Special resolution passed during the financial year 2016-17 through the Postal ballot :

No special resolution was passed through postal ballot during the financial year 2016-17.

(iv) Postal ballot during the current year :

For the financial year 2017-18, if resolutions are to be conducted through the Postal Ballot procedure, those will be taken up at the appropriate time.

Para 7. DISCLOSURES**(i) Disclosure of materially significant related party transactions :**

During the financial year 2016-2017, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The Directors and KMPs have no direct, indirect or on behalf of third party, material interest in any transaction or matter directly affecting the company. The Omnibus approval of the Audit Committee is taken for all proposed Related Party Transactions. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts.

The Policy on related Party transactions has been uploaded on Company's website : www.bluechipind.net

(ii) Accounting treatment :

In view of the management, all applicable accounting standards are being followed for preparation of financial statements.

(iii) Details of non-compliance by the company :

The Company has complied with all the requirements of the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI). No penalties or strictures have been imposed by Stock Exchange, SEBI or any other statutory authority, on any matter relating to capital markets, during last three years.

(iv) Whistle Blower Policy :

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

(v) Disclosures regarding weblink of the Company :

During the year ended 31st March, 2017, the Company does not have any material listed/unlisted subsidiary companies as defined in Listing Regulations, therefore the Company has not formed as of now any such policy on Material Subsidiaries.

Policy on dealing with related party transactions are posted on the Company's website at www.bluechipind.net

(vi) Commodity price risk or foreign exchange risk and hedging activities :

The Company did not engage in the commodity hedging activities during the year under review.

(vii) Non-compliance of any requirement of Corporate Governance Report :

There has been no such non compliance of any requirement of Corporate Governance Report.

(viii) Details of compliance with the mandatory requirements :

Your Company has complied with all the mandatory requirements of the Listing Regulations. The details of these compliances have been given in the relevant sections of this Report.

(ix) Confirmation :

The Company has fully complied with the applicable requirements specified under Regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

(x) Demat Suspense account/unclaimed suspense account :

None of shares of the company are lying in the demat suspense account or unclaimed suspense account.

Para 8. MEANS OF COMMUNICATION**(i) Quarterly results :**

The Quarterly and Annual Results of the Company are communicated immediately to the stock exchanges upon conclusion of the Board Meeting convened to consider the same.

(ii) Newspapers wherein results are normally published :

The Financial Results of the Company are published in "Business Standard" and in "Su-Khabar".

(iii) Any website, where displayed :

The Results are displayed on the Company's website at www.bluechipind.net .

Full Annual Reports for the financial year 2016-17, financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

(iv) Official news releases and presentation to institutional investors/analysts :

During the year under review there were no such news releases and no presentation was made to institutional investor or to the analysts.

(v) SCORES

The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within stipulated time period.

Para 9. GENERAL SHAREHOLDER INFORMATION**(i) AGM : Date, time and venue :**

The forthcoming Annual General Meeting of the Company will be held as given below :

| | |
|-------------|--|
| Date & Time | 20th September, 2017 at 9.30 a.m. |
| Venue | "Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani Kolkata - 700 001 |

(ii) Financial year :

Financial Year is 1st April, 2017 to 31st March, 2018 and the quarterly results will be declared as per the following schedule :

| Tentative schedule | |
|---|------------------------------|
| Financial Results for the quarter ending June 30, 2017 | Second week of August 2017 |
| Financial Results for the quarter ending September 30, 2017 | Second week of November 2017 |
| Financial Results for the quarter ending December 31, 2017 | Second week of February 2018 |
| Financial Results for the year ending March 31, 2018 | End of May 2018 |
| AGM for the year ending March 31, 2018 | End of September 2018 |

(iii) Date of Book closure :

The Company's Register of Members and Share Transfer Books will remain closed from Thursday, 14th day of September, 2017 to Wednesday, 20th day of September, 2017 (both days inclusive).

(iv) Dividend Payment Date :

No dividend has been recommended by the Board for the year under review.

(v) Listing on Stock Exchanges :

Your Company's shares are listed on the following stock exchanges as on 31st March, 2017.

1. National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1,G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
2. BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
3. The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata 700 001.

Listing fees for the financial year 2017-18 have been paid to Stock Exchanges.

(vi) Stock Code :

| Name of the Exchange | Code |
|---|---------------|
| BSE Limited | 531936 |
| National Stock Exchange of India Limited | BLUECHIP |
| The Calcutta Stock Exchange Limited | 12057 |
| International Securities Identification Number (ISIN) | INE657B01025 |
| Depositories Connectivity | NSDL and CDSL |

(vii) Market Price Data : High, Low during each month in the last financial year :

| Months (2016-17) | National Stock Exchange (in Rs.) | | Bombay Stock Exchange (in Rs.) | |
|---------------------|-------------------------------------|------|-----------------------------------|------|
| | High | Low | High | Low |
| April | 0.65 | 0.35 | 0.61 | 0.60 |
| May | 0.60 | 0.45 | 0.59 | 0.57 |
| June | 0.55 | 0.40 | 0.56 | 0.52 |
| July | 0.55 | 0.40 | 0.51 | 0.51 |
| August | 0.55 | 0.35 | 0.50 | 0.47 |
| September | 0.45 | 0.35 | 0.51 | 0.48 |
| October | 0.50 | 0.35 | 0.47 | 0.41 |
| November | 0.55 | 0.40 | 0.49 | 0.42 |
| December | 0.45 | 0.35 | 0.47 | 0.45 |
| January | 0.50 | 0.35 | 0.44 | 0.40 |
| February | 0.45 | 0.25 | 0.40 | 0.35 |
| March | 0.40 | 0.15 | 0.35 | 0.33 |

(viii) Registrar and Transfer Agents :

The Board has delegated the work of processing of share transfers to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents. Their complete address is as follows :

Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001.
Tel No. : (033) 2243-5809, 2248-2248
Fax No. : (033) 2248-4787
Email: mdpldc@yahoo.com

(ix) Share Transfer System :

The transfer of shares in physical form is processed and completed by Maheshwari Datamatics Private Limited within the statutory time period. In case where shares are held in electronic form, the transfers are processed by NSDL/CDSL through the Depository Participants and Registrars.

(x) Distribution of Shareholding :

The distribution of shareholding as on 31st March 2017, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under :

A. Shareholding Pattern of Equity Shares as on 31st March, 2017 :

| | Categories | No. of Shares held | % of Shareholding |
|-----------|---|--------------------|-------------------|
| A | Promoters & Promoter Group | | |
| 1. | Indian | | |
| | a) Individuals/Hindu Undivided Family | 179600 | 0.3247 |
| | b) Bodies Corporate | 6035670 | 10.9136 |
| | Sub-total A(1) | 6215270 | 11.2383 |
| 2. | Foreign | NIL | NIL |
| | Sub-total A(2) | NIL | NIL |
| | Total Shareholding of Promoter & Promoter Group A=(A)(1)+(A)(2) | 6215270 | 11.2383 |
| B. | Public Shareholding | | |
| 1. | Institutions : | | |
| | a) Central Government/State Government(s) | 1,000 | 0.0018 |
| | Sub-total B(1) | 1,000 | 0.0018 |
| 2. | Non-Institutions | | |
| | a) Individual | 35543180 | 64.2684 |
| | b) Bodies Corporate | 13246246 | 23.9515 |
| | c) Others | | |
| | - Clearing Member | 129293 | 0.2338 |
| | - Non Resident Individual | 151351 | 0.2737 |
| | - Trusts | 18000 | 0.0325 |
| | Sub-total B(2) | 49088070 | 88.7599 |
| | Total Public Shareholding B=(B)(1)+(B)(2) | 49089070 | 88.7617 |
| | GRAND TOTAL (A) + (B) | 55304340 | 100.0000 |

B. Distribution of Equity Shareholding as on 31st March, 2017 :

| Share Holding | Holders | Percentage | No. of Shares | Percentage |
|--------------------|--------------|-----------------|-----------------|-----------------|
| 1 to 500 | 6308 | 42.1432 | 1560653 | 2.8219 |
| 501 to 1000 | 3502 | 23.3966 | 3333628 | 6.0278 |
| 1001 to 2000 | 1989 | 13.2883 | 3492898 | 6.3158 |
| 2001 to 3000 | 767 | 5.1243 | 2087151 | 3.7739 |
| 3001 to 4000 | 411 | 2.7459 | 1547877 | 2.7988 |
| 4001 to 5000 | 713 | 4.7635 | 3511178 | 6.3488 |
| 5001 to 10000 | 692 | 4.6232 | 5538358 | 10.0143 |
| 10001 and above | 586 | 3.9150 | 34232597 | 61.8986 |
| Grand Total | 14968 | 100.0000 | 55304340 | 100.0000 |

(xi) Dematerialisation of shares and liquidity :

As on 31st March, 2017, 99.42% of the total equity capital was held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.

(xii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments :

As of 31st March 2017, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

(xiii) Plant Locations :

The Company does not have any plant.

(xiv) Address for correspondence :

Investors' correspondence may be addressed to :-

1. The Compliance Officer
Blue Chip India Limited
10, Princep Street, 2nd Floor,
Kolkata 700 072
Tel No. (033) 40022880
E-mail : info@bluechipind.net
CIN : L65991WB1993PLC060597
2. Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001
Ph No. (033) 2243-5809, 2248-2248
Fax No. (033) 2248-4787
Email: mdpldc@yahoo.com

(xv) E-mail ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors : info@bluechipind.net

RECONCILIATION SHARE CAPITAL AUDIT :

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :

The Management's Discussion and Analysis Report forms part of the Director's Report.

RISK MANAGEMENT POLICY :

The Company has formulated a comprehensive Risk Management Policy to reduce the inherent risk associated with the business activities of the Company but formation of Risk Management Committee is not applicable as per SEBI Circular dated 17th April, 2014.

CODE OF CONDUCT :

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel and the said code is uploaded on the Company's website at www.bluechipind.net. The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2016-2017. A declaration to this effect is given below.

ANNUAL DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT PURSUANT TO PARAD OF SCHEDULE V OF THE SEBI (LODR) REGULATIONS, 2015

I, Arihant Jain, Managing Director of **BLUE CHIP INDIA LIMITED** having its registered office at 10, Princep Street, 2nd Floor, Kolkata - 700 072 hereby declare that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2016-2017.

Place : Kolkata

Dated : 29th May, 2017

For Blue Chip India Limited

Arihant Jain
Managing Director
DIN : 00174557

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Blue Chip India Limited

We have examined the compliance of conditions of Corporate Governance by Blue Chip India Limited ('the Company') for the year ended 31st March, 2017, as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable and no investor grievances are pending as on 31st March, 2017 against the Company as per the records maintained by the Company.

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

Place : Kolkata

Dated : 29th May, 2017

For **DEOKI BIJAY & CO.**

Chartered Accountants

Firm Regn. No. 313105E

CA. D. N. Agrawal

Partner

Membership No. 051157

CERTIFICATION BY MANAGING DIRECTOR

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

We hereby certify that for the financial year, ending 31st March, 2017, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2017 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated, based on our most recent evaluation, wherever applicable, to the auditor and audit committee.
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
 - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Blue Chip India Limited

Arihant Jain

Managing Director

DIN : 00174557

Place : Kolkata

Dated : 29th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview :

A robust banking and financial sector is critical for activating the economy and facilitating higher economic growth. Financial Intermediaries like NBFCs have a definite and very important role in the financial sector. Particularly in a developing economy like ours. Indian's economy is diverse, encompassing agriculture, handicrafts, textile, manufacturing and a multitude of services. The advent of the digital age has gradually transformed India as an important "back office destination" for global outsourcing of customer service and technical support.

Industry Structure and Development – Overview :

NBFC's play a vital role in the context of Indian economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate sector, delivering the credit to the unorganized sector and to the small local borrowers. NBFC's has flexible structure than banks. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on competitive basis.

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier- II capital base.

We witness that NBFC sector, in India are facing stiff competition from different banks and financial institutions. The cost of funds of banks is lower as compared to NBFC's. Not only this, they have a very wide network and huge capital base which makes them more attractive than NBFC's. However as the market is volatile in nature, the long term growth of capital market calls for a matter of concern.

Opportunities, threats, risks and concerns :

Your Company has operations in finance and equity investments. The independent finance industry issues debt and lends the proceeds to individuals (consumer finance companies) and corporations (commercial finance companies) on both a secured and unsecured basis. Unlike the commercial banks, whose deposit taking ability adds significantly to funding availability, finance companies rely almost exclusively on institutional borrowings and access to the public debt markets for funding. Consequently, the ability to access the short, medium and long-term markets at competitive rates is critical to their ongoing viability. Your company faces tough competition from Nationalized, Foreign and Private Sector Banks due to their inability to grant loan at a considerably low rate of interest.

Your Company is exposed to external and internal risks associated with the business. It is exposed to strong competitive pressures and financial risks from changes in interest rate, economic cycles etc.

There is a major threat coming from Banks. Banks have reduced the rate of interest, this has reduced the spread, thereby reducing the margin. The volatile nature of market also poses another threat. Your Company also faces stiff competition from Nationalised, Foreign and Private Sector Banks as they provide loans at a very low rate of interest.

The company has its own specific risks that are particular to its business including default risk, fluctuation of interest rates, economic cycles etc. Moreover existing banks are moving into retail sector and regional

banks like Assamese banks are coming into play, which poses major concern for your company. The volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your company has a well defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

Notwithstanding their diversity, NBFCs are characterized by their ability to provide niche financial services in the Indian economy. Because of their relative organizational flexibility leading to a better response mechanism, they are often able to provide tailor made services relatively faster than banks and financial institutions, which are capable of enhancing the functional efficiency of the financial system, instances of unsustainability, often on account of high rates of interest on their deposits and periodic bankruptcies, underscore the need for reinforcing their financial viability. Your Company sees opportunities in the market with existing and new customers. Your Company has dedicated accounts team to focus on each customer. Rising input costs and volatility in material, energy are some of the key challenges that your company is addressing by specific initiatives for each.

Future Outlook :

Your Company intends to invest in businesses related to infrastructure, telecommunication, soft ware etc. and wide variety of products and services. in the coming years since it sees good prospect in these areas. It would definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mode than the previous few years and with our efforts we can look forward to a prosperous year for the company.

Internal Control Systems and their adequacy :

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure:

- ★ That all assets and resources are used efficiently and are adequately protected;
- ★ That all internal policies and statutory guidelines are complied within letter & spirit;
- ★ The accuracy and timing of financial reports and management information.

Material Development in Human Resources/industrial relations front number of people employed :

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The relations remain cordial throughout the year between employees and the management. The Company recognizes the importance and contribution of its Human resources for its growth and development and is committed to the development of its people.

Financial and Operational Performance :

Please refer Directors' Report for performance review.

Cautionary Statement :

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

AUDITORS' REPORT

To
The Members of
Blue Chip India Limited

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making 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 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Management, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

Attention is drawn to Note No. 24 related to Valuation of Inventories of unquoted share which are carried in the Balance Sheet at cost instead of Fair Value. In absence of adequate information for determining the fair market value of inventories of unquoted shares, impact thereof on financial statements is not ascertainable.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for

the effects of the matter described in the basis for qualified opinion paragraph, the aforesaid 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 financial position of the Company as at March 31, 2017 and its financial performance and its cash flows for the year ended on that date.

Emphasis of Matters

Attention is drawn to Note no. 26(a) of financial statements related to Loans & advances of Rs. 2,18,44,189.22 given by the company which are outstanding since long and the management is of the opinion that the amount is fully recoverable and no provision is required.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2016 ("the order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 statement of cash flows dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors of the Company as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of sub-section (2) of section 164 of the Act;
 - f) with respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"; and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with the 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 impact of pending litigations on the financial position is disclosed under Note no. 34 contingent liabilities to financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts as at 31st March, 2017 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 – refer note 35 to the financial statements.

Place : Kolkata

Dated : the 29th day of May, 2017

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

Annexure A to the Independent Auditor's Report**Referred to in paragraph 1 of our Report of even date on the financial statements of the Blue Chip India Limited for the year ended 31st March, 2017.**

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

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company were physically verified by the Management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company no immovable properties are held in the name of the company.
- (ii) As explained to us, the inventories were physically verified by the Management during the year at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Act. Hence, clause (iii) (a) and (b) of the said order are not applicable.
- (iv) In our Opinion and according to the information and explanations given to us, the Company has complied with provisions of section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanation given to us the Company has not accepted any deposits from the public and hence the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a) According to the information and explanations given to us and based on our examination of the books and record of the Company, the Company has generally been regular in depositing undisputed statutory dues as applicable with the appropriate authorities.

Following were undisputed amounts payable in respect of Income Tax in arrears as at March 31, 2017 for a period of more than six months from the date they became payable :

| A. Y. | 2002-03 | 2003-04 | 2005-06 | 2006-07 | 2010-11 | TOTAL |
|------------|---------|---------|---------|----------|------------|------------|
| Amount(Rs) | 3,780/- | 3,339/- | 9,765/- | 66,716/- | 3,48,210/- | 4,31,810/- |

- b) Details of dues of income tax which have not been deposited as at 31st March, 2017 on account of disputes are given below :

| Name of the statute | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum |
|----------------------|--------------------|--------------|------------------------------------|---------------|
| Income Tax Act, 1961 | Income Tax Demands | 7,25,990/- | Assessment Year 2012-13 | CIT (Appeals) |
| Income Tax Act, 1961 | Income Tax Demands | 1,24,130/- | Assessment Year 2013-14 | CIT (Appeals) |

- (viii) In our opinion and according to the information and explanations given to us, and on the basis of records examined by us, the Company does not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures .
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or fraud on the Company by its officers or employees, noticed or reported during the year nor have we been informed of such by the management.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence this clause is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act, where applicable, in relation to all transactions entered into with the related parties and the details of related party transactions have been disclosed, as required by the applicable accounting standards in the financial statements.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In our Opinion and according to the information and explanations given to us, the Company has not entered into any non cash transactions with its directors or persons connected with him.
- (xvi) The Company is Non- Banking Financial company, registered under section 45-IA of the Reserve Bank of India Act,1934.

Place : Kolkata

Dated : the 29th day of May, 2017

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(f) of our Report of even date on the financial statements of the Blue Chip India Limited for the year ended 31st March, 2017.

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Place : Kolkata

Dated : the 29th day of May, 2017

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

BALANCE SHEET as at 31st March, 2017

| <u>Particulars</u> | <u>Note No.</u> | (Amount in Rs.) | |
|------------------------------------|-----------------|-----------------------------|-----------------------------|
| | | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 110,608,680.00 | 110,608,680.00 |
| (b) Reserves and Surplus | 3 | (100,075,266.79) | (97,234,264.43) |
| | | 10,533,413.21 | 13,374,415.57 |
| (2) Non-Current Liabilities | | | |
| (a) Long Term Provision | 4 | 3,746,754.00 | 3,826,068.00 |
| (b) Other Long term Liabilities | 5 | 38,355.00 | 17,406.00 |
| | | 3,785,109.00 | 3,843,474.00 |
| (3) Current Liabilities | | | |
| (a) Trade Payables | 6 | 54,600,562.45 | 67,157,581.00 |
| (b) Other Current Liabilities | 7 | 352,409.80 | 2,321,111.76 |
| | | 54,952,972.25 | 69,478,693.76 |
| Total | | 69,271,494.46 | 86,696,583.33 |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | 8 | 268,644.50 | 1,469,304.50 |
| (b) Non Current Investments | 9 | 22,668,359.65 | — |
| (c) Deferred tax assets (net) | 10 | 15,629,893.00 | 15,629,893.00 |
| (d) Long term Loans & Advances | 11 | 25,587,171.22 | 28,560,196.22 |
| | | 64,154,068.37 | 45,659,393.72 |
| (2) Current Assets | | | |
| (a) Inventories | 12 | 118,324.00 | 35,360,355.01 |
| (b) Trade receivables | 13 | 5,054.54 | 247,998.99 |
| (c) Cash and cash equivalents | 14 | 98,933.07 | 385,885.13 |
| (d) Other current assets | 15 | 4,895,114.48 | 5,042,949.48 |
| | | 5,117,426.09 | 41,037,188.61 |
| Total | | 69,271,494.46 | 86,696,583.33 |
| Significant Accounting Policies | 1 | | |
| Notes to Accounts | 2 to 40 | | |

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

Arihant Jain
Managing Director
DIN No. 00174557

Place : Kolkata
Date : 29th May, 2017

CA. D. N. Agrawal
Partner
Membership No. 051157

Pranab Chakraborty
Director
DIN No. 03568360

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2017

| <u>Particulars</u> | <u>Note No.</u> | (Amount in Rs.) | |
|---|-----------------|------------------------------|-----------------------------|
| | | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| INCOME | | | |
| Revenue from operations | 16 | 57,616,107.07 | 21,634,909.18 |
| Other Income | 17 | 751,287.93 | 705,891.66 |
| Total Revenue | | <u>58,367,395.00</u> | <u>22,340,800.84</u> |
| EXPENSES | | | |
| Cost of shares purchased | 18 | 45,875,189.33 | 21,148,984.30 |
| Changes in inventories of Shares | 19 | 10,764,179.61 | (2,341,374.62) |
| Employee Benefit Expense | 20 | 1,193,604.00 | 1,151,813.00 |
| Depreciation | 8 | 203,535.00 | (193,662.00) |
| Other Expenses | 21 | 2,955,336.23 | 2,093,192.42 |
| Total Expenses | | <u>60,991,844.17</u> | <u>21,858,953.10</u> |
| Profit before tax and exceptional items | | <u>(2,624,449.17)</u> | <u>481,847.74</u> |
| Exceptional Items | | — | 19,256.00 |
| Profit before tax | | <u>(2,624,449.17)</u> | <u>462,591.74</u> |
| Tax expense : | | | |
| (1) Current Tax | | — | — |
| (2) Taxation for earlier years | | 216,553.00 | — |
| Profit/(Loss) after tax | | <u>(2,841,002.17)</u> | <u>462,591.74</u> |
| Earning per equity share face value of Rs. 2/- each fully paid up: | | | |
| (1) Basic (in Rs.) | | (0.05) | 0.00 |
| (2) Diluted (in Rs.) | | (0.05) | 0.00 |
| Significant Accounting Policies | 1 | | |
| Notes to Accounts | 2 to 40 | | |

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

Arihant Jain
Managing Director
DIN No. 00174557

Place : Kolkata
Date : 29th May, 2017

CA. D. N. Agrawal
Partner
Membership No. 051157

Pranab Chakraborty
Director
DIN No. 03568360

CASH FLOW STATEMENT for the year ended 31st March, 2017

| <u>DESCRIPTION</u> | <u>Year ended 31st March, 2017 (Rs.)</u> | <u>Year ended 31st March, 2016 (Rs.)</u> |
|--|--|--|
| A. Cash Flow from Operating Activities | | |
| Net Profit, Before Tax & Extraordinary Items | (2,624,449.17) | 94,523.74 |
| Depreciation | 203,535.00 | 193,662.00 |
| Taxation for Earlier Year | (216,553.00) | — |
| Sundry Balance written off | 1,000,000.00 | — |
| Previous Year Adjustment | — | (19,256.00) |
| Operating Profit before Working Capital Changes | (1,637,467.17) | 268,929.74 |
| Changes in Working Capital | | |
| Inventories | 35,242,031.01 | (2,341,374.62) |
| Trade Receivables | 242,944.45 | (155,458.66) |
| Long Term Loan and Advances | 2,973,025.00 | 3,812,907.00 |
| Other Current Assets | 147,835.00 | (645,295.00) |
| Trade Payable | (12,557,018.55) | 1,383,977.01 |
| Non Current Investments | (22,668,359.65) | — |
| Other Current Liabilities | (1,968,702.96) | 24,851.93 |
| Long Term Provision | (79,314.00) | — |
| Other Long Term Liabilities | 20,949.00 | (1,999,740.00) |
| Net Cash from Operating Activities (A) | (2,84,077.87) | 348,797.40 |
| B. Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (2,875.00) | (132,502.00) |
| Net Cash Flow from Investing Activities (B) | (2,875.00) | (132,502.00) |
| C. Cash Flow from Financing Activities | | |
| | — | — |
| | — | — |
| Net Increase in Cash and Cash Equivalents (A+B+C) | (286,952.87) | 216,295.40 |
| Cash and Cash Equivalents (Opening Balance) | 385,885.13 | 169,589.73 |
| Cash and Cash Equivalents (Closing Balance) | 98,933.07 | 385,885.13 |

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

CA. D. N. Agrawal
Partner

Membership No. 051157

Arihant Jain
Managing Director
DIN No. 00174557

Pranab Chakraborty
Director

DIN No. 03568360

Place : Kolkata

Date : 29th May, 2017

Notes to Financial Statements as at and for the year ended 31st March, 2017**Note 1 :****(I) COMPANY INFORMATION :**

Blue Chip India Limited (the 'Company'), is incorporated in India as a public Limited company, and registered with Reserve Bank of India as Non - Deposit Taking Non Banking Financial Services Company (NBFC-ND). The Company is engaged in financial services business by way of lending and investments.

(II) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :**a) Basis of Accounting and preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 and Guidelines issued by Reserve Bank of India. The Financial Statements have been prepared on accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (Indian GAAP) requires management to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities and the reported Incomes and Expenses during the Year. The Management believes that the estimates used in the preparation of the Financial statements are prudent and reasonable. Actual results could differ from these estimates and the difference between the actual results and estimates are recognized as and when, the results are known / materialized.

c) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and it can be reliably measured. In addition, the following criteria must be met before revenue is recognised :

- i. Interest and other dues on Lending is recognised on accrual basis, except in case of Non-Performing Assets(NPA's), wherein income is recognised on realisation of the same. NPA's are determined in accordance with the Guidelines issued by the Reserve Bank of India.
- ii. Revenue from Operations include sale of equity share.
- iii. Dividend income is recognized when right to receive dividend is established.
- iv. The Profit/ Loss on trading of investment is recognized at the time of actual sale of Investment.

d) Fixed Assets and Depreciation

Tangible Assets are reported at acquisition cost, with deductions for accumulated depreciation / amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost to bring the asset to its working condition for its intended use.

All assets are depreciated on a Straight Line Method (SLM) of Depreciation, over the useful life of assets as prescribed under Schedule II of the Companies Act 2013 .

e) Investments

Investments in quoted and unquoted shares are classified into long-term or current investments at the time of acquisition of such investments. Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 (AS 13) – “Accounting for Investments”. Quoted Equity Shares are valued at cost or market value whichever is lower , whereas unquoted equity shares are valued at cost or breakup value(fair value) whichever is lower.

f) Inventories

Inventories of quoted shares are valued at lower of cost or net realisable value. Inventories of unquoted share have been valued at cost.

g) Retirement and Other Employee Benefits

Provision for retirement benefits has not been made as no employee has put in the qualifying period of service for entitlement of the benefits.

h) Taxation

Income Tax comprises of Current tax and net changes in Deferred Tax Assets or Liability during the year. Current tax is determined at the amount of tax payable in respect of taxable income for the year as per the Income Tax Act, 1961 Deferred tax assets and liabilities are recognised for future tax consequences of timing differences between the book profit and tax profit. Deferred tax assets and liabilities, other than carry forward losses and unabsorbed depreciation as computed under the tax laws, are recognised when it is reasonably certain that there will be future taxable income. Carry forward losses and unabsorbed depreciation, if any, are recognised when it is virtually certain that there will be future taxable profit.

i) Earnings per Share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

j) Provisions and Contingencies

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Contingent liabilities are not provided for and are disclosed by way of notes.

k) Cash Flow Statement

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

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

(Amount in Rs.)

| <u>Particulars</u> | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
|--|-----------------------------|-----------------------------|
| Notes : 2 Share Capital | | |
| AUTHORIZED CAPITAL | | |
| 107,500,000 (Previous Year 107,500,000) Equity Shares of Rs. 2/- each. | 215,000,000.00 | 215,000,000.00 |
| | <u>215,000,000.00</u> | <u>215,000,000.00</u> |
| ISSUED, SUBSCRIBED & PAID UP CAPITAL | | |
| 55,304,340 (Previous Year 55,304,340) Equity Shares of Rs. 2/- each fully paid up in Cash | 110,608,680.00 | 110,608,680.00 |
| Total | <u>110,608,680.00</u> | <u>110,608,680.00</u> |

(a) Details of Shareholders holding more than 5% of the shares in the Company :

| | <u>As at 31-03-2017</u> | | <u>As at 31-03-2016</u> | |
|-------------------------|-------------------------|--------------|-------------------------|--------------|
| | <u>No. of Shares</u> | <u>%</u> | <u>No. of Shares</u> | <u>%</u> |
| Bahubali Properties Ltd | 3,982,980 | 7.20% | 3,982,980 | 7.20% |
| Total | <u>3,982,980</u> | <u>7.20%</u> | <u>3,982,980</u> | <u>7.20%</u> |

(b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year :

| | <u>As at 31-03-2017</u> | | <u>As at 31-03-2016</u> | |
|---|-------------------------|----------------|-------------------------|----------------|
| | <u>No. of Shares</u> | <u>Amount</u> | <u>No. of Shares</u> | <u>Amount</u> |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year | 55,304,340 | 110,608,680.00 | 55,304,340 | 110,608,680.00 |
| Shares issued during the year | — | — | — | — |
| Share bought back during the year | — | — | — | — |
| Shares outstanding at the end of the year | 55,304,340 | 110,608,680.00 | 55,304,340 | 110,608,680.00 |

(c) Terms of Issue

The company has only one class of equity shares having a par value of Rs. 2/- per share to one vote per share. The company declares and pays dividend in Indian rupees. In the event of liquidation of the company, each shareholder is entitled to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

| <u>Particulars</u> | (Amount in Rs.) | |
|--|--------------------------------|-------------------------------|
| | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| Notes : 3 Reserve & Surplus | | |
| Amalgamation Reserve (A) | 12,831,689.45 | 12,831,689.45 |
| Reserve Fund | | |
| Opening Balance | 3,705,152.62 | 3,974,640.00 |
| Add : Transfer to RBI Fund | — | 15,053.55 |
| Less : Impact of adoption of Schedule-II | — | 284,540.93 |
| Closing Balance (B) | <u>3,705,152.62</u> | <u>3,705,152.62</u> |
| Share Premium(C) | 27,393,500.00 | 27,393,500.00 |
| Surplus /(defecit) in statement of Profit & Loss | | |
| Balance as per last account | (141,164,606.50) | (141,224,820.69) |
| Add : Net Profit/(Loss) for the period | (2,841,002.17) | 75,267.74 |
| Less: Transfer to RBI Fund | — | 15,053.55 |
| Closing Balance (D) | <u>(144,005,608.67)</u> | <u>(141,164,606.50)</u> |
| Total (A+B+C+D) | <u>(100,075,266.79)</u> | <u>(97,234,264.43)</u> |
| Notes : 4 Long Term Provision | | |
| Provision for Taxation | 3,746,754.00 | 3,826,068.00 |
| Total | <u>3,746,754.00</u> | <u>3,826,068.00</u> |
| Notes : 5 Other Long Term Liabilities | | |
| Advance Received | 38,355.00 | 17,406.00 |
| Total | <u>38,355.00</u> | <u>17,406.00</u> |
| Notes : 6 Trades Payable | | |
| Trade Payables | 54,600,562.45 | 67,157,581.00 |
| Total | <u>54,600,562.45</u> | <u>67,157,581.00</u> |
| Notes : 7 Other Current Liabilities | | |
| Outstanding Liabilities | 348,572.80 | 2,320,355.76 |
| TDS Payable | 3,837.00 | 757.00 |
| Total | <u>352,409.80</u> | <u>2,321,111.76</u> |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)**Notes : 8****FIXED ASSETS**

(Amount in Rs.)

| PARTICULARS | G R O S S B L O C K | | | D E P R E C I A T I O N | | | N E T B L O C K | | | |
|-------------------------|--------------------------------|--------------------------|---------------------|--------------------------------|--------------------------------|----------------------------|-------------------|--------------------------------|---------------------------|--------------------------------|
| | Balance as at 01.04.2016 | Addition | Sales/ Adjustment | Balance as at 31.03.2017 | Upto 01.04.2016 | For the year | Sales/ Adjustment | Upto 31.03.2017 | Balance as at 31.03.2017 | Balance as at 31.03.2016 |
| Land | 1,000,000.00 (1,000,000.00) | - | 1,000,000.00 (-) | - | - | - | - | - | - | 1,000,000.00 (1,000,000.00) |
| Electrical Installation | 252,163.00 (252,163.00) | - | - | 252,163.00 (252,163.00) | 197,634.00 (118,783.07) | 23,955.00 (22,956.77) | - | 221,589.00 (197,634.00) | 30,574.00 (54,529.00) | 54,529.00 (133,379.93) |
| Office Equipment | 1,569,895.00 (1,569,895.00) | - | - | 1,569,895.00 (1,569,895.00) | 1,491,400.00 (1,491,400.00) | - | - | 1,491,400.00 (1,491,400.00) | 78,495.00 (78,495.00) | 78,495.00 (78,495.00) |
| Furniture & Fixtures | 2,237,350.00 (2,237,350.00) | - | - | 2,237,350.00 (2,237,350.00) | 2,016,800.50 (1,634,219.50) | 152,936.00 (153,934.23) | - | 2,169,736.50 (2,016,800.50) | 67,613.50 (220,549.50) | 220,549.50 (603,130.50) |
| Computer | 132,502.00 (-) | 2,875.00 (132,502.00) | - | 135,377.00 (132,502.00) | 16,771.00 (-) | 26,644.00 (16,771.00) | - | 43,415.00 (16,771.00) | 91,962.00 (115,731.00) | 115,731.00 (-) |
| TOTAL | 5,191,910.00 | 2,875.00 | 1,000,000.00 | 4,194,785.00 | 3,722,605.50 | 203,535.00 | - | 3,926,140.50 | 268,644.50 | 1,469,304.50 |
| Previous Year | (5,059,408.00) | (132,502.00) | - | (5,191,910.00) | (3,244,402.57) | (193,662.00) | (284,540.93) | (3,722,605.50) | (1,469,304.50) | (1,815,005.43) |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

(Amount in Rs.)

| <u>Particulars</u> | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
|--------------------------------------|-----------------------------|-----------------------------|
| Notes : 9 Investments | | |
| Long Term Investments at cost | | |
| Quoted Investment in Equity Share | 22,668,359.65 | — |
| Total | 22,668,359.65 | — |

Scrip Wise Details of Investments :

| <u>Particulars</u> | <u>No. of Shares</u> | <u>Face Value per share</u> | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
|---------------------------------|--------------------------|---------------------------------|-----------------------------|-----------------------------|
| AFTEK LTD | 5000 | 2 | 8,150.00 | — |
| AKAR LAMINATORS LTD | 400 | 10 | 340.00 | — |
| AMARA RAJA BATTERIES LTD | 100 | 1 | 12,919.00 | — |
| ASHIANA AGRO INDUST.LTD. | 2000 | 10 | 3,320.00 | — |
| ASSOCIATES PIGMENT | 1400 | 10 | 14,000.00 | — |
| ATN INTERNATIONAL LTD | 90341 | 4 | 25,295.48 | — |
| BARTRONICS INDIA LTD | 90 | 10 | 1,732.50 | — |
| BHARITI SHIPYARD LTD | 2500 | 10 | 38,625.00 | — |
| B.L. KASHYAP & SONS LTD | 600 | 1 | 12,030.00 | — |
| BLOW PLAST LTD | 3361 | 10 | 356,938.20 | — |
| BST LTD | 300 | 10 | 600.00 | — |
| CAUVERY SOFTWARE ENGG. LTD | 1200 | 10 | 1,200.00 | — |
| C&C CONSTRUCTIONS LTD | 225 | 10 | 3,307.50 | — |
| CFL CAPITAL FINANCIAL LTD | 200 | 10 | 246.00 | — |
| CMS FINVEST LTD | 10000 | 10 | 26,000.00 | — |
| CONSOLIDATED CONSTRUCTION | 400 | 2 | 1,416.00 | — |
| CYIENT LTD | 143 | 5 | 42,100.63 | — |
| DECCAN CHRONICLE HOLD LTD | 918 | 2 | 1,900.26 | — |
| DHANUS TECHNOLOGIES LTD | 373 | 10 | 29.84 | — |
| DIGJAM LTD | 66 | 10 | 778.14 | — |
| DQ ENTERTAINMENT INTL LTD | 80 | 10 | 1,752.00 | — |
| ESKAY KN'IT (IND) LTD. | 500 | 1 | 155.00 | — |
| EVERONN EDUCATION LTD | 20 | 10 | 245.00 | — |
| GENUS PAPER LTD | 12310 | 1 | — | — |
| GLODYNE TECHNOSERVE LTD | 3000 | 6 | 2,700.00 | — |
| GTL LTD | 4000 | 10 | 67,000.00 | — |
| GUJARAT HEAVY CHEM LTD | 106200 | 10 | 4,658,994.00 | — |
| GUJNRE DVR | 110 | 10 | 309.10 | — |
| GVK POW & INFRA LTD | 5000 | 1 | 27,050.00 | — |
| HELIOS & MATHESON INFO TECH LTD | 3475 | 10 | 31,170.75 | — |
| HERALD COMMERCE LTD | 217050 | 10 | 412,395.00 | — |
| HINDUSTHAN ORGANIC CHEM LTD | 9000 | 10 | 166,050.00 | — |
| HOTEL LEELA VENTURES LTD | 8900 | 2 | 142,400.00 | — |
| IDI-SALBUZU IND LTD | 1700 | 10 | 25,500.00 | — |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

| Particulars | No. of Shares | Face Value per share | As at 31.03.2017 | As at 31.03.2016 |
|---------------------------------|----------------------|-----------------------------|-------------------------|-------------------------|
| INDIABULLS REALESTATE LTD | 54000 | 2 | 3,850,200.00 | — |
| INDIA CEMENT LTD | 250 | 10 | 15,415.00 | — |
| INDIA NIVESH LTD | 5770 | 1 | 220,702.50 | — |
| INSILCO LTD | 800 | 10 | 19,920.00 | — |
| ISML LTD | 2746 | 5 | 138,535.70 | — |
| IVRCL INFRAST & PROJECTS LTD | 4500 | 2 | 19,755.00 | — |
| JAYPEE INFRATECH LTD | 1520 | 10 | 11,248.00 | — |
| KILBURN CHEMICAL LTD | 2000 | 10 | 20,000.00 | — |
| LCC INFOTECH LTD | 71330 | 2 | 21,399.00 | — |
| LOKESH MACHINES LTD | 150 | 10 | 6,622.50 | — |
| MAN INFRA CONSTRUCTION LTD | 410 | 2 | 15,805.50 | — |
| MARAL OVERSEAS LTD | 100 | 10 | 2,800.00 | — |
| MARSONS LTD | 2500 | 10 | 3,975.00 | — |
| MONIKA ELECTRONICS LTD | 50 | 10 | 545.00 | — |
| MOSERBAER INDIA LTD | 5294 | 10 | 35,628.62 | — |
| MOUNT EVE INDIA LTD | 10000 | 10 | 100,000.00 | — |
| NAGARJUNA FERT & CHEM LTD | 39875 | 1 | 355,286.25 | — |
| NEPC AGRO FOODS LTD | 363 | 10 | 417.45 | — |
| NTPC L 8.49 25032025 | 3348 | Not yet listed | — | — |
| OMAXE LTD | 97 | 10 | 8,827.00 | — |
| ORBIT CORP LTD | 7771 | 10 | 32,638.20 | — |
| ORISSA MINERAL DEV CO. LTD | 10 | 1 | 21,121.00 | — |
| PARSVNATH DEVELOPERS LTD | 47500 | 5 | 612,750.00 | — |
| PBA INFRASTRUCTRE LTD | 5524 | 10 | 112,965.80 | — |
| PCS INDUSTRIES LTD | 3000 | 10 | 83,400.00 | — |
| PENNAR AQUA EXPORTS LTD | 38500 | 10 | 385,000.00 | — |
| PLETHICO PHARMACUETICALS LTD | 20 | 10 | 158.80 | — |
| PRITHVI INFORM SYSTEMS LTD | 15811 | 10 | 20,238.08 | — |
| PRUDENTIAL SUGAR LTD | 2800 | 10 | 3,836.00 | — |
| PUNJ LLOYD LTD | 350 | 2 | 6,562.50 | — |
| PYRAMID SAIMIRA THETRE LTD | 62 | 10 | 327.98 | — |
| Ramkay Infra Ltd | 5156 | 10 | 317,032.49 | — |
| RECRON SYNTHECIS LTD | 4900 | 10 | 31,115.00 | — |
| REDICO KHAITAN FINAN LTD | 11300 | 10 | 80,908.00 | — |
| RELIANCE BROD / MEDIA WORLD LTD | 8571 | 5 | 170,391.48 | — |
| RELIANCE CAPITAL LTD | 200 | 10 | 65,328.00 | — |
| RELIANCE IND INFRAS LTD | 49895 | 10 | 6,118,124.90 | — |
| RELIANCE INFRASTRUCTRE LTD | 4104 | 10 | 1,707,797.52 | — |
| RELIANCE MEDIA WORKS LTD | 500 | 5 | 211,050.00 | — |
| RELIANCE POWER LTD | 54 | 10 | 2,227.50 | — |
| RICO AGROILS LTD | 2400 | 0 | 48,000.00 | — |
| RISHI LASER LTD | 1935 | 10 | 34,830.00 | — |
| ROLTA INDIA LTD | 325 | 10 | 19,662.50 | — |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

| Particulars | No. of Shares | Face Value per share | As at 31.03.2017 | As at 31.03.2016 |
|---------------------------------------|----------------------|-----------------------------|-------------------------|-------------------------|
| ORCHID HOTELS LTD | 80 | 10 | 5,660.00 | — |
| SASTA SUNDAR VENTURES LTD | 79 | 10 | 5,806.50 | — |
| SHARP INDIA LTD | 2790 | 10 | 119,133.00 | — |
| SHASUN FINANCE LTD | 200 | 10 | 2,000.00 | — |
| SPONGE STEEL & FOGINGS LTD | 1800 | 10 | 18,000.00 | — |
| SILICON VALLEY INFOTECH LTD | 141000 | 1 | 33,840.00 | — |
| SILVERLINE TECHNOLOGIES LTD | 2300 | 10 | 12,880.00 | — |
| S KUMARS NATIONWIDE LTD | 11000 | 10 | 25,850.00 | — |
| SM DYE CHEM LTD | 29 | 10 | 216.63 | — |
| SOBHA DEVELOPERS LTD | 70 | 10 | 17,244.50 | — |
| SPARTEK CERAMIC LTD (D) | 210 | 10 | 16,802.10 | — |
| SPARTEK CERAMIC LTD | 369 | 10 | 2,173.41 | — |
| S & S INDUSTRIES LTD | 166 | 10 | 6,153.62 | — |
| S & S POWER LTD | 80 | 10 | 4,000.00 | — |
| SUMEET INDUSTRIES LTD | 1800 | 10 | 20,250.00 | — |
| SUMITRA PHARMA LTD | 260 | 10 | 13,000.00 | — |
| SUPRIYA PHARMACEUTICAL LTD | 3700 | 10 | 38,110.00 | — |
| SURYA MORPHY RECHARDS LTD | 600 | 10 | 7,200.00 | — |
| SVC RESOURCES LTD | 2551 | 10 | 2,423.45 | — |
| TANLA SOLUTIONS LTD | 210 | 1 | 6,300.00 | — |
| TANTIA CONSTRUCTIONS LTD | 1501 | 10 | 23,490.65 | — |
| TECPRO SYSTEMS LTD | 62 | 10 | 280.86 | — |
| TERRYGOLD INDIA LTD | 13600 | 10 | 14,960.00 | — |
| SIMBHAOLI SUGAR MILLS LTD | 13500 | 10 | 380,025.00 | — |
| TIMKEN INDIA LTD -D | 10 | 10 | 1,000.00 | — |
| TULIP TELECOM LTD | 25000 | 2 | 38,250.00 | — |
| UNIVERSAL MEDIA NETW LTD | 43900 | 2 | 10,975.00 | — |
| UNI WORTH INTERNATIONAL LTD | 100 | 10 | 80.00 | — |
| USHA ISPAT LTD | 19400 | 10 | 213,400.00 | — |
| CLASSIC GLOBE SECURITIES LTD | 3 | 10 | 3.60 | — |
| WPIL LTD | 1497 | 10 | 509,653.65 | — |
| ZOOM INDUSTRIAL SERV LTD | 2000 | 2 | 100,000.00 | — |
| Total | 1196620 | | 22,668,359.65 | — |
| Aggregate Market Value of Investments | | | 173,927,813.00 | — |

(Amount in Rs.)

| Particulars | As at 31.03.2017 | As at 31.03.2016 |
|---------------------------------------|-------------------------|-------------------------|
| Notes : 10 Deferred Tax Assets | | |
| Deferred Tax Assets | 15,629,893.00 | 15,629,893.00 |
| Total | 15,629,893.00 | 15,629,893.00 |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

| <u>Particulars</u> | (Amount in Rs.) | |
|--|-----------------------------|-----------------------------|
| | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| Notes : 11 Long Term Loans & Advances | | |
| Unsecured, Considered Goods | | |
| Security Deposit | 40,000.00 | 40,000.00 |
| Advance Paid | 9,531,544.00 | 11,238,357.00 |
| Advance to Staff | — | 114,391.00 |
| Loan to Body Corporate | 15,528,666.23 | 15,325,684.23 |
| Other Advances | 486,960.99 | 1,841,763.99 |
| Total | <u>25,587,171.22</u> | <u>28,560,196.22</u> |

| <u>Particulars</u> | (Amount in Rs.) | | | |
|-------------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|
| | <u>No. of Share</u> | <u>As at 31.03.2017</u> | <u>No. of Share</u> | <u>As at 31.03.2016</u> |
| Notes : 12 Inventories | | | | |
| Quoted Shares | — | — | 1,518,105 | 35,213,731.01 |
| Unquoted Shares | 6,327 | 118,324.00 | 6,274 | 146,624.00 |
| Total | <u>6,327</u> | <u>118,324.00</u> | <u>1,524,379</u> | <u>35,360,355.01</u> |
| MARKET VALUE OF QUOTED SHARE | | — | | <u>59,722,749.72</u> |

| <u>Particulars</u> | (Amount in Rs.) | |
|--|-----------------------------|-----------------------------|
| | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| Notes : 13 Trade Recievables | | |
| Unsecured, Considered Good | | |
| More than six month from the date they are due for payment | 1,549.00 | 91,931.55 |
| Other Debts | 3,505.54 | 156,067.44 |
| Total | <u>5,054.54</u> | <u>247,998.99</u> |

Notes : 14 Cash & Cash Equivalent**Cash-in-Hand**

| | | |
|----------------------|-------------------------|-------------------------|
| Cash Balance | 45,157.50 | 66,534.69 |
| Sub Total (A) | <u>45,157.50</u> | <u>66,534.69</u> |

Balance with Banks in Current Account

| | | |
|------------------------------|-------------------------|--------------------------|
| Canara Bank (Princep Street) | 43,199.72 | 278,340.27 |
| HDFC Bank | 10,575.85 | 41,010.17 |
| Sub Total (B) | <u>53,775.57</u> | <u>319,350.44</u> |
| Total [A + B] | <u>98,933.07</u> | <u>385,885.13</u> |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

(Amount in Rs.)

| <u>Particulars</u> | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
|---|-----------------------------|------------------------------|
| Notes : 15 Other Current Assets | | |
| Balance with Government Authorities | 4,895,114.48 | 5,042,949.00 |
| Total | <u>4,895,114.48</u> | <u>5,042,949.00</u> |
| Notes : 16 Revenue from Operations | | |
| Sale of Equity Shares | 57,616,107.07 | 21,634,909.18 |
| Total | <u>57,616,107.07</u> | <u>21,634,909.18</u> |
| Notes : 17 Other Income | | |
| Dividend Received | 22,979.63 | 243,922.37 |
| Interest Received | 418,850.00 | 422,066.42 |
| Profit on dealings in shares | 5,367.07 | 39,902.87 |
| Profit on Sale of Investments | 301,361.23 | — |
| Miscellaneous Income | 2,730.00 | — |
| Total | <u>751,287.93</u> | <u>705,891.66</u> |
| Notes : 18 Cost of shares Purchased | | |
| Quoted & Unquoted Equity Shares | 45,875,189.33 | 21,148,984.30 |
| Total | <u>45,875,189.33</u> | <u>21,148,984.30</u> |
| Notes : 19 Change in Inventories | | |
| Opening Stock | 35,360,355.01 | 33,018,980.39 |
| Less : Transfer from Stock to Investment | 24,477,851.40 | — |
| | 10,882,503.61 | 33,018,980.39 |
| Closing Stock | 118,324.00 | 35,360,355.01 |
| Total | <u>10,764,179.61</u> | <u>(2,341,374.62)</u> |
| Notes : 20 Employment Benefit Expenses | | |
| Salaries, Bonus and other allowances | 1,157,148.00 | 1,120,433.00 |
| Contribution to Provident Fund | 36,456.00 | 31,380.00 |
| Total | <u>1,193,604.00</u> | <u>1,151,813.00</u> |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

| <u>Particulars</u> | (Amount in Rs.) | |
|--|-----------------------------|-----------------------------|
| | <u>As at 31.03.2017</u> | <u>As at 31.03.2016</u> |
| Notes : 21 Other Expenses | | |
| Advertisement | 51,750.00 | 89,875.00 |
| Bank Charges | 3,896.50 | 2,883.50 |
| Custodian Charges | 241,358.53 | 133,255.28 |
| Donation | — | 150,000.00 |
| Electricity Charges | 250,130.00 | 145,890.00 |
| Filing Fees | 31,200.00 | 6,100.00 |
| Issuer Fees | — | 63,768.00 |
| Late Payment Charges of Prof Tax | 2,781.00 | 95.00 |
| Listing Fees | 458,000.00 | 359,552.00 |
| Membership & Subscription | 16,100.00 | 10,260.00 |
| Miscellaneous Expenses | 12,500.00 | 16,417.05 |
| Printing & Stationery | 78,335.00 | 83,097.00 |
| Payment to Auditors (Refer Note Below) | 31,050.00 | 28,053.00 |
| Legal & Professional Fees | 49,525.00 | 45,332.00 |
| Professional Tax | 2,500.00 | 2,500.00 |
| Rent | 424,578.00 | 422,641.00 |
| Rates & Taxes | 2,850.00 | — |
| Repair & Maintenance | 101,890.00 | 106,384.00 |
| Share Trading & Other Expenses | 49,023.47 | 70,973.66 |
| Sundry Balances Written Off | 1,000,050.00 | — |
| Telephone Charges | 147,818.73 | 356,115.93 |
| Total | <u>2,955,336.23</u> | <u>2,093,192.42</u> |
| Payment to Auditors | | |
| - Statutory Audit Fees | 19,550.00 | 19,465.00 |
| - Tax Audit Fees | — | 5,725.00 |
| - Certification Fees | 11,500.00 | 2,863.00 |
| Total | <u>31,050.00</u> | <u>28,053.00</u> |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

22. Earning in foregn exchange and expenditure in foreign Currency - NIL (P.Y. - NIL).
23. There are no dues to Micro and small enterprises as defined in "The Micro, small and Medium Enterprises Development Act, 2006", as determined to the extent such parties have been identified on the basis of information available with the company.
24. The Valuation of inventories of unquoted equity shares has been done at cost, as the break-up value (Fair Value) of the unquoted equity shares are not available.
25. The Company has not made the provision of 0.25% on standard assets as per the RBI guide lines, as the amount being very small.
26. (a) The company has given Loans & Advances of Rs. 2,18,44,189.22, which are outstanding since long time. The management is of the opinion that the amount will be fully recoverd and hence no provision is required for loans & advances.
- (b) Company has filed Criminal proceedings against M/S Paradise Infrastructure Pvt Ltd and its directors u/s 138 of the Negotiable Instrument Act, before Hon'ble Calcutta High Court against non payment of advance given(inclusive of interest) of Rs. 1,18,25,684.23.The case is under trial and the management is confident of favourable results.
- (c) Interest receivable recognized before the relevant loans became non-performing and remaining unrealized are not reversed, considering the accumulated losses by the management. Interest on such loans & advances are being recognised on actual receipt basis.
27. Since the company has operated only in one segment, i.e. fund based activities, provision relating to segment wise Report as per AS- 17 are not applicable.

28. Related Party Disclosures

List of Related parties with whom transtions have been taken place during the year.

(a) Key Management Personnel

- | | | | |
|---|---------------------|---|-------------------|
| 1 | Arihant Jain | - | Managing Director |
| 2 | Pranab Chakarboty | - | Director |
| 3 | Amiya Kumar Basu | - | Director |
| 4 | Subhabrata Talukdar | - | Director |
| 5 | Madhu Barnwal | - | Director |
| 6 | Subhankar Kayal | - | Director |

(b) Enterprises over which above person has signification infulence :

Amluckie Investment Co Ltd.
 Bahubali Properties Ltd.
 CMS Finvest Ltd.
 Rangbarshi Projects Pvt. Ltd.
 Arissan Infrastructures Pvt. Ltd.
 ATN International Ltd.
 Gouri Merchandise Pvt. Ltd.

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)**(c) Transaction with the related parties :**

| Particulars | Purchase of Shares | Sales of Shares | Loans & Advances Taken | Loans & Advances Given | Professional Fees Paid |
|---------------------------------|--------------------|-----------------|------------------------|------------------------|------------------------|
| Amluckie Investment Co Ltd. | 7,164,500.00 | 36,800,000.00 | - | - | - |
| | - | | | (1,200,000.00) | (1,800.00) |
| Bahubali Properties Ltd. | - | 195,000.00 | - | - | - |
| | - | (900,000.00) | (1,685,000.00) | (812,696.00) | |
| CMS Finvest Ltd. | - | 85,000.00 | - | - | - |
| | (585,000.00) | - | - | - | - |
| Rangbarshi Projects Pvt Ltd | - | 50,000.00 | - | - | - |
| | - | - | - | - | - |
| Arissan Infrastructures Pvt Ltd | 214,000.00 | - | - | - | - |
| | - | - | - | - | - |
| ATN International Ltd | 100,000.00 | 100,000.00 | - | - | - |
| | - | - | - | - | - |
| Gouri Merchandise Pvt Ltd | - | 350,000.00 | - | - | - |
| | - | - | - | - | - |

29. As on 01.01.2017 the company has transferred quoted shares of inventories to non current investmnets to be held as such. The book value of such stock was Rs. 2,26,68,359.64.

30. Deferred Tax

In view of no virtual certainty of future profits to set off losses, no provision for deferred tax asset has been made as required.

31. The Company has accumulated losses of Rs. 144,005,608.67 as at 31st March, 2017 which is more than 50% of the net worth of the company and has incurred cash losses in the current financial year. However there was no cash loss in the immediately preceding financial year.

32. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directors, 2015 are given in Annexure - I.

33. Retirement Benefits :

Provision for retirement benefits has not been made, as gratuity is accounted in accounts as and when they become due.

34. Income Tax has raised Demand of Rs. 4,31,810/- for several Asst. years, for which no provision has been made in the books of account.

35. Contigent Liabilities :

| Particulars | As at 31st March, 2017 | As at 31st March, 2016 |
|-------------|------------------------|------------------------|
| Income Tax | 850,120/- | 1,013,120/- |

Notes to Financial Statements as at and for the year ended 31st March, 2017 (Contd.)

36. Details of Specified Bank Notes(SBN's) held and transacted during the period from 8th November' 2016 to 30th December' 2016 :

| Particulars | SBNs | Other denomination notes | Total |
|---------------------------------------|------|--------------------------|--------|
| Closing Cash in hand as on 08.11.2016 | NIL | 78147 | 78147 |
| (+) Withdrawal from Banks | NIL | 120000 | 120000 |
| (+) Permitted Receipts | NIL | NIL | NIL |
| (-) Permitted Payments | NIL | 68201 | 68201 |
| (-) Amount deposited in Banks | NIL | 62500 | 62500 |
| Closing Cash in hand as on 30.12.2016 | NIL | 67446 | 67446 |

37. **Earnings per Share :**

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20 Earnings per Share issued by the Institute of Chartered Accountants of India :

| | <u>2016-17</u> | <u>2015 - 16</u> |
|-------------------------|----------------|------------------|
| a) Profit after Tax | (2,841,002.17) | 462,591.74 |
| b) No. of Equity Shares | 55,304,340 | 55,304,340 |
| c) Earning per Share | (0.05) | 0.01 |

38. Certain Trade receivables, Trade payables, Loans & Advances Payable and Loans & Advances receivables are subject to confirmation /reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
39. Figures in brackets represent previous year figures.
40. Previous Year figures have been regrouped, rearranged and recasted wherever considered necessary.

| | | |
|--|--|---|
| Place : Kolkata Date : 29th May, 2017 | As per our Report of even date For DEOKI BIJAY & CO. Chartered Accountants Firm Registration No. 313105E CA. D. N. Agrawal Partner Membership No. 051157 | Arihant Jain Managing Director DIN No. 00174557 Pranab Chakraborty Director DIN No. 03568360 |
|--|--|---|

| | Particulars | Amount Outstanding |
|----|----------------------------------|--------------------|
| 4. | Break-up of Investments : | |
| | Current Investments : | |
| | 1. Quoted : | |
| | (i) Shares : (a) Equity | NIL |
| | (b) Preference | NIL |
| | (ii) Debentures and Bonds | NIL |
| | (iii) Units of Mutual Funds | NIL |
| | (iv) Government Securities | NIL |
| | (v) Others (please specify) | NIL |
| | 2. Un-Quoted : | |
| | (i) Shares : (a) Equity | NIL |
| | (b) Preference | NIL |
| | (ii) Debentures and Bonds | NIL |
| | (iii) Units of Mutual Funds | NIL |
| | (iv) Government Securities | NIL |
| | (v) Others (Please specify) | NIL |
| | Long Term Investments : | |
| | 1. Quoted : | |
| | (i) Shares (a) Equity | 226.68 |
| | (b) Preference | NIL |
| | (ii) Debentures and Bonds | NIL |
| | (iii) Units of Mutual Funds | NIL |
| | (iv) Government Securities | NIL |
| | (v) Others (please specify) | NIL |
| | 2. Un-Quoted : | |
| | (i) Shares (a) Equity | NIL |
| | (b) Preference | NIL |
| | (ii) Debentures and Bonds | NIL |
| | (iii) Units of Mutual Funds | NIL |
| | (iv) Government Securities | NIL |
| | (v) Others (please specify) | NIL |

| | | | |
|--|--------------------------|---------------|---------------|
| 5. Borrower group-wise classification of assets financed as in (2) and (3) above : Please see Note 2 below | Amount net of provisions | | |
| Category | Secured | Unsecured | Total |
| 1. Related Parties** | | | |
| (a) Subsidiaries | NIL | NIL | NIL |
| (b) Companies in the same group | NIL | NIL | NIL |
| (c) Other related parties | NIL | NIL | NIL |
| 2. Other than related parties | NIL | 255.87 | 255.87 |
| Total | NIL | 255.87 | 255.87 |

| | | |
|--|--|--------------------------------|
| 6. Investor group-wise classification of all investments (Current and Long Term) in shares and securities (both quoted and unquoted) : Please see Note 3 below | | |
| Category | Market Value/Break-up or Fair Value or NAV | Book Value (Net of Provisions) |
| 1. Related Parties** | | |
| (a) Subsidiaries | NIL | NIL |
| (b) Companies in the same group | NIL | NIL |
| (c) Other related parties | NIL | NIL |
| 2. Other than related parties | NIL | NIL |
| Total | NIL | NIL |

** As per Accounting Standard of ICAI (Please see Note 3).

| | | |
|---|--------|--|
| 7. Other Information : | | |
| Particulars | Amount | |
| (i) Gross Non-Performing Assets | | |
| (a) Related Parties | NIL | |
| (b) Other than related parties | NIL | |
| (ii) Net Non-Performing Assets | | |
| (a) Related Parties | NIL | |
| (b) Other than related parties | NIL | |
| (iii) Assets acquired in satisfaction of debt | NIL | |

Notes :

- As defined in paragraph 2(1)(xii) of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

BLUE CHIP INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053
E-mail : info@bluechipind.net, Website : www.bluechipind.net, CIN: L65991WB1993PLC060597

PROXY FORM

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

| | |
|-----------------------------|-------------------------------------|
| Name of the Member(s) _____ | Registered Address _____ |
| E-mail ID _____ | Folio No./DP ID/Client ID No. _____ |

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

1. Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him

2. Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him

3. Name : _____ Address : _____
E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd Annual General Meeting of the company, to be held on the Wednesday of September 20, 2017 at 9.30 a.m. at "Somani Conference Hall", Merchants' Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Reso. No. | Resolutions | Optional | |
|-----------|--|----------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1 | Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors' | | |
| 2 | Re-appointment of Shri Subhankar Kayal, Director, retiring by rotation | | |
| 3 | Ratification of appointment of M/s. Deoki Bijay & Co., Chartered Accountants as Auditors | | |
| | Special Business | | |
| 4 | Re-appointment of Shri Arihant Jain as Managing Director | | |

Signed this _____ day of _____ 2017

Signature of shareholder _____ Signature of Proxyholder(s) _____

Affix
Re. 1/-
Revenue
Stamp

- Note : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Second Annual General Meeting.
3. It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.

BLUE CHIP INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053
E-mail : info@bluechipind.net, Website : www.bluechipind.net, CIN: L65991WB1993PLC060597

ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING

| | |
|----------------------------|---------------------|
| Registered Folio No. _____ | DP ID No. _____ |
| No. of Shares _____ | Client ID No. _____ |

I hereby record my presence at 32nd ANNUAL GENERAL MEETING of the Company held at the "Somani Conference Hall", Merchants' Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Wednesday of September 20, 2017 at 9.30 a.m.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Notes : 1. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall. 2. Please also bring your copy of the Annual Report.

ELECTRONIC VOTING PARTICULARS

| EVSN | USER ID | DEFAULT PAN / SEQUENCE NO. |
|-----------|---|----------------------------|
| 170705007 | Please refer Note No. 17.I. of the Notice | |

**E-MAIL REGISTRATION FORM
FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

To,
Maheshwari Datamatics Pvt. Ltd.
Unit : Blue Chip India Limited
6 Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : 033-22435029/5809

Dear Sirs,

Re : Registration of email ID for receiving communications in electronic form

I/We am/are shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto. Balance Sheets, Directors Report, Auditor's Report etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail :

Folio No. :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Address :

Pin Code :

E-mail ID (to be registered) :

Contact Tel. Nos.: Mobile :

Landline :

PAN No. :

Date :

Signature :

Important Notes :

1. On registration, all the communication will be sent to the e-mail ID registered in the folio.
2. The form is also available on the website of the Company www.bluechipind.net
3. Any change in e-mail ID, from time to time, may please be registered in the records of the Company.

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding share in demat form may register the e-mails with their respective depository participant.

If undelivered, please return to :-

BLUE CHIP INDIA LIMITED

10, Princep Street, 2nd Floor

Kolkata - 700 072

BLUE CHIP INDIA LIMITED

32nd

Annual Report

2016 - 2017