





FORM-A

Sr. No.	PARTICULARS	
1	Name of the Company	NEW MARKETS ADVISORY LTD.
2	Annual Financial Statement for the year ended	31 st March, 2015
3	Type of audit observation	Unqualified
4	Frequency of observation	N.A.
5	Signed by--	
	Director	Mr. Prakash Shah Signature: 
	Chief Finance Officer	The Company has not yet appointed Chief Finance Officer.
	Auditor J P Chaturvedi & Co. Chartered Accountants, Mumbai FRN: 130274W	 J P Chaturvedi Proprietor Membership No.: 031373 
	Audit Committee Chairman	Mr. Shirish Shetye Signature: 

NEW MARKETS ADVISORY LIMITED
C I N : L 7 4 1 2 0 M H 1 9 8 2 P L C 0 2 8 6 4 8
Registered Office: 71, Laxmi Building, 4th Floor, Sir P.M. Road,
Fort, Mumbai - 400001

BALLOT FORM

Pursuant to Clause 35(B) of the Listing Agreement

Name and Registered address of the _____ :

Sole / First named Member

Name (s) of joint member (s) , if any _____ :

Registered Folio No. / DP ID / Client ID _____ :

No. of Shares held _____ :

I / We hereby exercise my / our vote (s) in respect of the Resolutions to be passed for the business set out in the Notice of the 33rd Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2015 by sending my/our assent or dissent to the said resolution(s) by placing the (✓) marks at the appropriate box below.

ITEM NO	Description of Resolution	Number of Equity Share held	I / We assent to the resolution	I / We dissent to the resolution
			(FOR)	(AGAINST)
	Ordinary Business			
1	Adoption of the Financial Statements for the financial year ended 31st March 2015 and the Board of Directors' and Auditors' Reports thereon.			
2	Appointment of Shri Prakash Shah, who retires by rotation and being eligible, offers himself for reappointment.			
3	Appointment of 'M/s. J.P. Chaturvedi & Co.' Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.			

Place : _____

Date : _____

SIGNATURE OF SHAREHOLDER

INSTRUCTIONS

- i. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- ii. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
- iii. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint member.
- iv. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholders.
- v. Where the ballot form has been signed by an authorised representative of the Body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the ballot form.
- vi. For the resolutions, explanatory statement and instructions for e-voting procedure please refer notice of the 33rd annual general meeting of the Company.

NEW MARKETS ADVISORY LIMITED
 C I N : L 7 4 1 2 0 M H 1 9 8 2 P L C 0 2 8 6 4 8
 Registered Office: 71, Laxmi Building, 4th Floor, Sir P.M. Road,
 Fort, Mumbai - 400001

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	:	

I/We, bearing the member(s) of _____ shares of New Markets Advisory Limited, hereby appoint:

1.	Name :		
	Address:		
	E-mail address:	or failing him	
2.	Name :		
	Address:		
	E-mail address:	or failing him	
3.	Name :		
	Address:		
	E-mail address:	or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd annual general meeting of the Company, to be held on the Wednesday, 30th September, 2015 at 2.00 p.m. at 71, Laxmi Building, Sir P. M. Road, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	Adoption of the Financial Statements for the financial year ended 31st March 2015 and the Board of Directors' and Auditors' Reports thereon.
2.	Appointment of Shri Prakash Shah, who retires by rotation and being eligible, offers himself for reappointment.
3.	Appointment of 'M/s. J.P. Chaturvedi & Co.' Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.

Signed this _____ day of _____ 2015

Affix Revenue Stamp of ₹ 1

Signature of Shareholder

Signature of Proxy

Notes:

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 notice of 33rd Annual General Meeting.

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the shareholders of New Market Advisory Limited will be held on Wednesday, 30th September, 2015 at Company's Registered Office at 71, Laxmi Building, 4th Floor, Sir P.M. Road, Fort, Mumbai- 400001 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and, adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss Account of the Company for the year ended on that Date and Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Prakash Shah (DIN : 01136800), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint M/s J P Chaturvedi & Co., Chartered Accountants, Mumbai (FRN. 130274W) as the Statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration for the financial year ended March 31, 2016.

Place : Mumbai,
Date : 02 September, 2015

For & on behalf of the Board of Directors
New Markets Advisory Limited

REGISTERED OFFICE

71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort, Mumbai-400001

PRAKASH SHAH
Director

NEW MARKETS ADVISORY LIMITED

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September 2015 to Wednesday, 30th September 2015 (both days inclusive).
3. Members are requested to expeditiously intimate any change in their address registered with the Company. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd.
4. Members are requested to bring their copies of the Annual Report at the time of Annual General Meeting.
5. The Notice of AGM along with the Annual Report 2014-15 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by permitted mode.
6. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the management to keep the information ready at the meeting.
7. In the terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form 2B prescribed by the Government which can be obtained from the Company's R&T Agents.
8. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 26th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NEW MARKETS ADVISORY LIMITED

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Scrutinizer csshikhafatehpuria@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (i) Please follow all steps from Sl. No. (ii) to Sl. No. (iii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

NEW MARKETS ADVISORY LIMITED

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mrs. Shikha Fatehpuria, Practicing Company Secretary, (Membership No. 28545) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" " for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.newmarketsadvisory.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Mumbai
Date: 02 September, 2015

REGISTERED OFFICE

Regd. Office 71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort, Mumbai-400001.

For and on behalf of the Board of Directors
New Markets Advisory Ltd.

Prakash Shah
(Director)

33rd

Annual Report

2014-2015

NEW MARKETS ADVISORY LIMITED

71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort, Mumbai - 400001.

BOARD OF DIRECTORS

- PRAKASH SHAH
Director
- SHIRISH SHETYE
Independent Non-Executive Director
- KOMAL SINGH JAROLI
Independent Non-Executive Director

AUDITORS

- J. P. CHATURVEDI & CO.
Chartered Accountants,
Mumbai

SECRETARIAL AUDITOR

- Shikha Fatehpuria & Associates
Practicing Company Secretary,
Mumbai

REGISTERED OFFICE

- 71, Laxmi Building, 4th Floor,
Sir P. M. Road, Fort,
Mumbai-400001.
Email: newmarkets@ymail.com
CIN: L74120MH1982PLC028648

BANKERS

- Syndicate Bank
Mumbai

SHARE TRANSFER AGENT

- PURVA SHAREGISTRY INDIA PVT. LTD.,
Shiv Shakti Industrial Estates, G. Floor,
Unit No. 9, 7-B, J. R. Boricha Marg,
Sitaram Mill Compound, Mumbai – 400 011
Phone: (022) 2301 6761/ 2301 8261
Fax: (022) 2301 8261
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DIRECTORS' REPORT

To
The Members of
New Markets Advisory Limited

Your Directors have pleasure in presenting Thirty Third Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2015.

Financial Highlights

Total Income during the year was Rs. 4,41,488/- as compared to Rs. 7,67,465/- in the previous year. Total Expenditure during the year was Rs. 6,25,146/- as compared to Rs. 7,62,584/- in the previous year. The net loss incurred during the year was Rs. 1,83,658/- as compared to net profit of Rs. 4,881/- in the previous year. In absence of any profit the Directors are not recommending any Dividend. Due to recession prevailing in the market, the Company has not taken any new project and is exploring new and suitable areas of business to diversifying its activities.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report.

Number of Board Meetings

During the Financial Year 2014-15, Five meetings of the Board of Directors of the company were held. The date of the meetings of the board held is as under-

Sr. No.	Date of Meeting	Total strength of the Board	No. of Directors Present
01	30/05/2014	3	3
02	14/08/2014	3	3
03	28/08/2014	3	3
04	14/11/2014	3	3
05	14/02/2015	3	3

Independent Directors' Meeting

During the year under review, Independent Directors met on 14th February 2015, inter-alia, to discuss:

Evaluation of the performance of Non-Independent Directors and the Board as whole. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors. Evaluation of the quality, quantity content and timelessness of flow of information between the management and the Board.

Particulars of Loan, Guarantees and Investments under Section 186

Complete details of LGSI covered under Sec 186 of Companies Act, 2013 as Attached in the financial statements and notes there under.

Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions, The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board.

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

Since the Company is not engaged in any activities, the particulars relating to conservation of energy, technology absorption, Foreign Exchange Earning and Outgo in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, are not applicable.

Risk Management Policy

During the year of review, company engaged in the process of Risk Management and evaluate the elements of business risk. The risk management framework defines the risk management approach of the company and includes periodic review of such and also documentation, mitigating controls and reporting mechanism of such risk.

Details of Directors and Key Managerial Personnel

Sr. No.	Name and Address	Designation	Date of Appointment	DIN/PAN
1.	Mr. Shirish Suryakant Shetye 603 Vastu Shilp Shree Vastu Enclave, Rajmata Jijabai Marg pump house Andheri east, Mumbai- 400093, Maharashtra	Non-Executive Independent Director	30/11/1998	00148086
2.	Mr. Komal Singh Madanlal Jaroli 2/102, Manish Darshan, J.B.Nagar Andheri (east), Mumbai, 400059, Maharashtra, India	Non-Executive Independent Director	30/12/2005	00193584
3.	Mr. Prakash Shah 13, Prem Niwas, 652 Dr Ambedkar Road, Khar, Mumbai, 400052, Maharashtra, India	Director	30/07/1996	01136800

In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Prakash Shah is liable to retire by rotation and being eligible offers himself for re-appointment.

The Name of Ms. Hena Dasgupta was approved for appointment as Additional Director (Non-executive woman director) in the meeting of the Board of Directors held on 26th March, 2015 subject to completion of required formalities. The Company has not received any notice for appointment as required under section 160 of the Act and hence no resolution for her appointment as director has been proposed.

The Company has received Declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and under Clause 49 of the listing agreement.

Board Evaluation

Formal Annual evaluation has been made by the Board of its own Performance and that of its Committees & Individual Directors during the meeting of Board of Directors and by common discussion with concerned persons.

Particulars of Employees

During the year, there was no employee in receipt of remuneration as prescribed in the Rule 5(2) of the companies (Appointment and Remuneration of managerial personnel) Rules, 2014.

Audit Committee

The Audit Committee comprises Independent Director namely Mr. Shirish S. Shetye (Chairman), Mr. Komal Singh Madanlal Jaroli and Mr. Prakash B. Shah as other member. Recommendations made by the Audit Committee were accepted by the Board.

Nomination & Remuneration Committee Policy

In compliance with section 178 of the Act and Clause 49 of the Listing Agreement the Board has constituted "Nomination and Remuneration Committee" which comprises Non-executive Directors namely Mr. Shirish S. Shetye (Chairman), Mr. Komal Singh Madanlal Jaroli and executive Director Mr. Prakash B. Shah as other member.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

Transfer of Amounts to Investor Education and Protection Fund

There are no amounts due and outstanding to be credited to investor Education and Protection Fund as 31st March, 2015.

Disclosure on Establishment of a Vigil Mechanism

The Company has Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. No personnel had been denied access to the Audit Committee to lodge their grievances.

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

There were no complaints reported under the prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Fraud Reporting (Required by Companies Amendment Bill, 2014)

No Fraud reported / observed during the financial year 2014 -15.

AUDITORS

Statutory Auditors

As per the rule 6 of the Companies (Audit and Auditors) Rules, 2014 Company has re-appointed Chartered Accountant, M/S J.P Chaturvedi & Co., (Firm Registration No 130274W) as a statutory auditor of the company for the financial year 2015-2016. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. In this regard, the Company has received a certificate from the Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of section 141 of the Act.

Secretarial Audit Report

A Secretarial Audit was conducted during the year by the Secretarial Auditor, M/s Shikha Fatehpuria & Associates, Practicing Company Secretaries, Mumbai in accordance with Provisions of Section 204 of the Act. The Secretarial Auditors Report is attached as Annexure II and forms part of this Report. There are Qualifications or Observations or remarks made by the Secretarial Auditor in the report.

NEW MARKETS ADVISORY LIMITED

Management and reply to the observation raised in the Secretarial Audit Report is as under:

Observation	Reply
Non compliance under section 203 of the Act with respect to the appointments of key managerial personnel.	Considering the size and operations of the company, the company is unable to find suitable candidates for appointment; however the Company has invited applications for appointment in newspaper publications for Company Secretary and CFO.
Delay in appointment of Internal Auditors.	There was delay due to finding the suitable professional candidate for the internal audit of the company in accordance with size and nature of the business of the company.
Non compliance with the appointment of Woman Director as per section 149	The Board has approved the appointment of Mrs. Hena Dasgupta as woman director on 26 March, 2015 subject to completion of required formalities. As the required formalities have not yet complied with from the proposed appointee, non compliance with appointment occurred. However the company is under process of completing the formalities.

Cost Auditors

Requirements of Appointment of Cost Auditors of the company are not applicable to the company.

Stock Exchange

The Company's equity shares are listed at BSE Limited and the Annual Listing Fees for the year 2014-2015 has been paid.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;

The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015.

- b) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- c) The directors had prepared the annual accounts on a going concern basis;
- d) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgment

The Directors express their sincere appreciation to the valued shareholders, bankers, professionals, clients and devoted employees for their support.

For and on behalf of the Board of Directors
New Markets Advisory Limited

Place: Mumbai
Date: 02.09.2015

Mr. Prakash Shah
Director
DIN - 01136800

Mr. Shirish Shetye
Director
DIN -00148086

NEW MARKETS ADVISORY LIMITED

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March 2015**

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

To,
The Members,
New Markets Advisory Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by New Markets Advisory Limited (CIN: L74120MH1982PLC028648) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by New Markets Advisory Limited ("The Company") for the period ended on 31st March 2015 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- **Not Applicable to the Company During audit period**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- **Not applicable to Company during Audit Period**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- **Not applicable to Company during Audit Period**
- d. 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;
- **Not applicable to Company during Audit Period.**
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- **Not applicable to Company during Audit Period** and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- **Not applicable to Company during Audit Period**
- g. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited;
- **Not applicable to Company during Audit Period** and
- h. The Memorandum and Articles of Association.

NEW MARKETS ADVISORY LIMITED

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. – **Not notified hence not applicable to the Company during the audit period.**
- ii) The Listing Agreements entered into by the Company with the BSE Limited, National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above, to the extend applicable except the following:

APPLICABLE LAW	OBSERAVTION
Companies Act 2013 and Rules Made Thereunder	<ul style="list-style-type: none">• Delay in Appointment of Internal Auditor under section 138 of the Act• Non compliance with the appointment of Woman Director as per section 149.• Non Compliance with the Appointment with the Chiefe Financial Officer under section 203 of the Act.• Non Compliance under section 203 of the act with respect to the appointment of Company Secretary.• Non compliance with the appointment of Manager or Managing Director or Wholetime Director or CEO under section 203 of the Act.

I further report that;

the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to.

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining

Further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that based on the information received and records maintained 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.

I 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.

Place: Mumbai

Date: 20.08.2015

CS Shikha Fatehpuria & Associates
Company Secretaries,

Shikha Fatehpuria
CP. No. 10343
Membership No. 28545

NEW MARKETS ADVISORY LIMITED

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015**

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74120MH1982PLC028648
2.	Registration Date	06/11/1982
3.	Name of the Company	NEW MARKETS ADVISORY LIMITED
4.	Category/Sub-category of the Company	Public Company / limited by Shares
5.	Address of the Registered office & contact details	"71, Laxmi Building 4th Floor, Sir p. m. road, Fort, Mumbai-400001, Maharashtra, INDIA
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Pvt. Ltd. Shiv Shakti Industrial Estate, Gr. Floor, Unit No 9, 7B, JR Boricha Marg, Sitaram Mill Compound, Mumbai, Maharashtra, 400011

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Advertising	7430	0%
2.	Consulting and Advisory	7414	0%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	NIL	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	902750	-	902750	72.80%	902750	-	902750	72.80%	
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI									
f) Any other	8000	-	8000	0.65%	8000	-	8000	0.65%	
Total shareholding of Promoter (A)	910750	-	910750	73.45%	910750	-	910750	73.45%	17.74%

NEW MARKETS ADVISORY LIMITED

B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	4000	-	4000	0.32%	4000	-	4000	0.32%	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	82550	82550	6.66%	-	82550	82550	6.66%	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	70000	172700	242700	19.57%	70000	172700	242700	19.57%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):	74000	255250	329250	26.55%	74000	255250	329250	26.55%	17.74%

NEW MARKETS ADVISORY LIMITED

Total Public Shareholding (B)=(B)(1)+ (B)(2)	74000	255250	329250	26.55%	74000	255250	329250	26.55%	17.74%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	984750	255250	1240000	100%	984750	255250	1240000	100%	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mohammed Fasihuddin (including Escrow Account)	9,02,750	72.80%	-	9,02,750	72.80%	-	-
	Total	9,02,750	72.80%	-	9,02,750	72.80%	-	-

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

SN	Particulars	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
	At the beginning of the year	No Change During the Year			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No Change During the Year			
	At the end of the year	No Change During the Year			

NEW MARKETS ADVISORY LIMITED

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Rakhi Salecha				
	At the beginning of the year	1,00,000	8.06		
	Changes During the year	No Changes during the year			
	At the end of the year			1,00,000	8.06
2	Vaishali Shankla				
	At the beginning of the year	50,000	4.03		
	Changes During the year	No Changes during the year			
	At the end of the year			50,000	4.03
3	Dwarika Prasad Singh				
	At the beginning of the year	50,000	4.03		
	Changes During the year	No Changes during the year			
	At the end of the year			50,000	4.03
4	Pratik Sureshkumar Bhandari				
	At the beginning of the year	20,000	1.61		
	Changes During the year	No Changes during the year			
	At the end of the year			20,000	1.61
5	Purushottam Bohra HUF				
	At the beginning of the year	12200	0.98		
	Changes During the year	No Changes during the year			
	At the end of the year			12200	0.98
6	Suresh Jain HUF				
	At the beginning of the year	10,500	0.84		
	Changes During the year	No Changes during the year			
	At the end of the year			10,500	0.84
7	Mohani Mutha				
	At the beginning of the year	10,000	0.80		
	Changes During the year	No Changes during the year			
	At the end of the year			10,000	0.80
8	Suresh Motilal Jain				
	At the beginning of the year	4200	0.33		
	Changes During the year	No Changes during the year			
	At the end of the year			4200	0.33
9	Jasol Investment & Trading co. Pvt ltd				
	At the beginning of the year	4000	0.32		
	Changes During the year	No Changes during the year			
	At the end of the year			4000	0.32
10	Anita Devmane				
	At the beginning of the year	4000	0.32		
	Changes During the year	No Changes during the year			
	At the end of the year			4000	0.32

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	Nil	Nil	Nil	Nil

NEW MARKETS ADVISORY LIMITED

- v) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment. - **NIL**
- vi) Remuneration of Directors and Key Managerial Personnel - **NIL**
 - A. Remuneration to Managing Director, Whole-time Directors and/or Manager - **NIL**
 - B. Remuneration to other Directors - **NIL**
 - C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD - **NIL**
- vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES - **NIL**

NEW MARKETS ADVISORY LIMITED

INDEPENDENT AUDITOR'S REPORT

To,
The Members of NEW MARKETS ADVISORY LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of **NEW MARKETS ADVISORY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, and 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub - section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at 31 March 2015, on its financial position in its financial statements.
 - ii) The Company did not have any long-term contracts including derivative contracts as at 31 March 2015.
 - iii) There were no amounts which were required to be transferred, to the investor Education and Protection Fund by the Company.

For J. P. CHATURVEDI & CO.
Chartered Accountants
FRN: 130274W

Place : Mumbai
Dated : 02 July, 2015

J. P. CHATURVEDI
Proprietor
M. No.: 031373

NEW MARKETS ADVISORY LIMITED

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- 1) As the Company does not have any fixed assets, the reporting as to verification does not arise.
- 2) As there are no inventories, the reporting as to verification does not arise.
- 3) During the year, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- 5) The Company has not accepted any deposits from the public.
- 6) 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.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees 'state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 8) The accumulated losses of the Company are less than fifty percent of its net worth at the end of financial year and has incurred cash losses in the financial year and not in the immediately preceding financial year.
- 9) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- 10) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) The Company did not have any term loans outstanding during the year.
- 12) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For J. P. CHATURVEDI & CO.
Chartered Accountants
FRN: 130274W

Place : Mumbai
Dated : 02 July, 2015

J. P. CHATURVEDI
Proprietor
M. No.: 031373

NEW MARKETS ADVISORY LIMITED

Balance Sheet as at 31st March, 2015

(Amount in `)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,24,00,000	1,24,00,000
(b) Reserves and Surplus	3	(5,45,285)	(3,61,627)
(c) Money received against share warrants			
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
		0	0
(4) Current Liabilities			
(a) Short-term borrowings	4	0	0
(b) Trade payables		0	0
(c) Other current liabilities		22,187	16,099
(d) Short-term provisions		5,000	5,000
Total		1,18,81,902	1,20,59,472
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	5	0	0
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-current investments	6	68,68,032	39,96,258
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances		0	0
(e) Other non-current assets		0	0
(2) Current assets			
(a) Current investments	7	0	0
(b) Inventories		0	0
(c) Trade receivables		0	0
(d) Cash and cash equivalents		3,78,949	42,48,723
(e) Short-term loans and advances		46,34,921	38,11,991
(f) Other current assets		0	2,500
Total		1,18,81,902	1,20,59,472
Summary of Significant Accounting Policies		1	
See accompanying notes to the financial statements			
In terms of our Report attached.			
FOR J. P. Chaturvedi & Co. Chartered Accountants.		For and on behalf of the Board	
(J. P. Chaturvedi) Proprietor. PLACE : MUMBAI DATE : 02/07/2015		SHIRISH SHETYE (DIRECTOR)	PRAKASH SHAH (DIRECTOR)

NEW MARKETS ADVISORY LIMITED

Statement of Profit and Loss for the year ended 31st March, 2015

(Amount in `)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Revenue from operations	8	0	47,500
II. Other Income	9	4,41,488	7,19,965
Total Revenue		4,41,488	7,67,465
<u>IV. Expenses:</u>			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0	0
Employee benefit expense		0	0
Depreciation and amortization expense	10	0	11,228
Other expenses	11	6,25,146	7,46,356
Total Expenses		6,25,146	7,57,584
V. Profit before exceptional and extraordinary items and tax		(1,83,658)	9,881
VI. Exceptional Items		0	0
VII. Profit before extraordinary items and tax		(1,83,658)	9,881
VIII. Extraordinary Items		0	0
IX. Profit before tax		(1,83,658)	9,881
X. Tax expense:			
(1) Current tax		0	5,000
(2) Deferred tax			
XI. Profit(Loss) from the period from continuing operations		(1,83,658)	4,881
XII. Earning per equity share:			
(1) Basic and Diluted		(0.15)	0.01
Summary of Significant Accounting Policies See accompanying notes to the financial statements	1		
In terms of our Report attached.			
FOR J. P. Chaturvedi & Co. Chartered Accountants.		For and on behalf of the Board	
		SHIRISH SHETYE	PRAKASH SHAH
		(DIRECTOR)	(DIRECTOR)
(J. P. Chaturvedi) Proprietor. PLACE : MUMBAI DATE : 02/07/2015			

NEW MARKETS ADVISORY LIMITED

CASH FLOW FOR THE YEAR ENDED 31.3.2015

(Amount in `)

	For the year ended March 31, 2015	For the year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and other extraordinary items	(1,83,658)	9,881
Adjustment for		
Taxation	0	(5,000)
Depreciation	0	11,228
Operating Profit before working capital changes	<u>(1,83,658)</u>	<u>16,109</u>
Adjustments for		
Trade Receivable	0	0
Short term borrowing	0	0
Other Provisions	0	(17,000)
Fixed assets	---	---
Short term loans & advances	(82,29,30)	56,69,770
Other Current Liabilities	6088	(19,699)
Adjustment for taxation		(34,628)
Other Current Assets	2500	<u>(2,500)</u>
Cash Generated from Operations	(A) <u>8,03,233</u>	<u>55,95,943</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Increase/ Decrease In Investments/ Fixed Assets	(28,71,774)	(17,34,258)
Net Cash Flow From Investing Activities	(B) (17,34,258)	(17,34,258)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase In Equity Share Capital	NIL	NIL
Net Cash Flow From Financing Activities	(C) NIL	NIL
NET INCREASE IN CASH & CASH EQUIVALANTS (A+B+C)	(38,69,774)	38,77,794
Cash And Cash Equivalentents As At The Beginning Of The Year	42,48,723	3,70,929
CASH AND CASH EQUIVALENTS AS AT END OF THE YEAR	3,78,949	42,48,723

NOTE

Figures in brackets is out flow

**As per our Report of even date
For J. P. CHATURVEDI & CO.
Chartered Accountants**

**J. P. Chaturvedi
Proprietor**

**PRAKASH SHAH
Director**

**SHIRISH SHETYE
Director**

**Place : Mumbai
Dated : July 02, 2015**

1) NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015.

SIGNIFICANT ACCOUNTING POLICIES:

- I. **BASIS OF ACCOUNTING:**
The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the provisions of Companies Act, 2013 and the accounting principles generally accepted in India and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006.
- II. **REVENUE RECOGNITION**
a) Income is recognized upon invoicing shares sold and services rendered.
b) The Income from dividend and interest are stated at gross.
- III. **FIXED ASSETS**
Fixed Assets are stated at cost of acquisition less accumulated depreciation.
- IV. **DEPRECIATION**
The company had provided depreciation on Fixed Assets on written down value basis at the revised rates prescribed under the Income Tax Act, 1961.
- V. **INVESTMENTS:**
Investments are stated at cost. Fluctuation in value of investments is accounted on realization.
- VI. **PAYMENT TO AUDITORS**
- | | Current Year | Previous Year |
|----------------------|---------------------|---------------|
| Statutory Audit Fees | <u>5,000</u> | <u>3,000</u> |
| | <u>5,000</u> | <u>3,000</u> |
- VII. **TAXES ON INCOME**
Income Tax expenses comprises of current tax and deferred tax (charge or credit). Provision for Income Tax is made on the basis of taxable income for the current accounting year in accordance with the provisions of the Income Tax Act, 1961. There is no deferred tax liability up to the year ended 31st March, 2015.
- VIII. **Related party Disclosures - NIL**
- IX. **CONTINGENT LIABILITIES**
No contingent liabilities are provided for the year ended 31/03/2015.

NEW MARKETS ADVISORY LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.3.2015

2) Share Capital

Sr. No	Particulars	As at March 31, 2015	As at March 31, 2014
1	AUTHORIZED CAPITAL 12,50,000 Equity Shares of Rs. 10/- each.	1,25,00,000	1,25,00,000
		1,25,00,000	1,25,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 12,40,000 Equity Shares of Rs. 10/- each, Fully Paid up	1,24,00,000	1,24,00,000
	Total	1,24,00,000	1,24,00,000

Reconciliation of Nos. Of Shares

	As at March 31, 2015	As at March 31, 2014
Number of Equity Shares at the beginning	12,40,000	12,40,000
Add: - Number of Shares Issued	0	0
Number of Equity Shares at the end	12,40,000	12,40,000

Details of Shareholders holding more than 5% of Shares

Name	Class of Share	No. of Share Holding	Percentage of Holding
Mohammed Fasihuddin	EQUITY	9,02,750	72.80%
Rakhi Jitendra Salecha	EQUITY	100000	8.06%

3) Reserve & Surplus

Amount in `

Sr. No	Particulars	As at March 31, 2015	As at March 31, 2014
1	Surplus (Profit & Loss Account) Opening Balance	(3,61,627)	(3,66,508)
	Add: Profit for the year	(1,83,658)	4,881
	Total	(5,45,285)	(3,61,627)

4) Current Liabilities

Amount in `

Sr. No	Particulars	As at March 31, 2015	As at March 31, 2014
1	Other Current Liabilities - Trade creditors	22,187	16,099
2	Short Term Provisions - Income Tax	5,000	5,000
	Total	27,187	21,099

5) Fixed Assets

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31.3.14	Additions/ Deductions	As at 31.3.15	As at 31.3.14	For the Year	As at 31.3.15	As at 31.3.15	As at 31.3.14
Date Processing Equipments	---	---	----	----	0	----	0	0
Accessories	---	---	----	----	0	----	0	0
TOTAL `	---	---	---	----	0	----	0	0
Previous Year `	58,349	---	58,349	47,121	11,228	58,349	0	0

6) Non Current Investment

Amount in `

Sr. No	Particulars	As at March 31, 2015	As at March 31, 2014
1	Investment in Equity Shares	68,68,032	39,96,258
	Total	68,68,032	39,96,258

Aggregate amount of Quote Investment & Market Value

Quoted at Cost Fully paid Equity Shares of ` 10/- each		Amount in `	
		As at March 31, 2015	As at March 31, 2014
20,000 [20,000]	Bacil Pharma Ltd.	2,00,000	2,00,000
3,75,000 [3,75,000]	Vora Constructions Ltd.	36,34,258	36,34,258
30,000 [Nil]	Bafna pharmaceuticals Ltd.	8,16,775	Nil
20,000 [Nil]	Bheema Cements Ltd.	3,26,488	Nil
30,000 [Nil]	Dharamsi Morarji Chemical Ltd.	5,20,018	Nil
35,000 [Nil]	Indian Acrylics Ltd.	2,36,254	Nil
1,00,003 [Nil]	Nakoda Ltd.	4,69,029	Nil
200 [Nil]	Reliance Industries Ltd.	1,68,858	Nil
1,000 [Nil]	Spel Semiconductor Ltd.	16,847	Nil
5,000 [Nil]	Sterling Biotech Ltd.	3,17,505	Nil
		67,06,032	38,34,258

Unquoted at Cost Fully paid Equity Shares of ` 1/- each		Amount in `	
		As at March 31, 2015	As at March 31, 2014
900	Bombay Stock Exchange Ltd.	1,62,000	1,62,000
		1,62,000	1,62,000
Total		68,68,032	39,96,258
Aggregate Market value of quoted Investments		69,61,874	35,99,750

7) Current Assets

Amount in `

Particulars	As at March 31, 2015	As at March 31, 2014
Trade Receivables	---	---
Cash and Cash equivalents		
Cash Balance	3,17,872	8,22,549
Bank Balance	61,077	34,26,174
Short Term Loans & Advances	46,34,921	38,11,991
Other Current Assets	0	2,500
Total	50,13,870	80,63,214

8) Revenue from Operations

Sr. No	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1	Income from Operations	0	47,500
	Total	0	47,500

9) Other Income

Amount in `

Sr. No	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
a)	Interest	2,40,000	7,14,465
b)	Interest - Income Tax Refund	1,970	1,900
c)	Dividend	8,650	3,600
d)	Gain on sale of Investments	1,90,868	0
	Total	4,41,488	7,19,965

10) Depreciation & Amortization Expense

Amount in `

Sr. No	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1	Depreciation	0	11,228
	Total	0	11,228

11) Other Expenses

Amount in `

Sr. No	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1	Salaries & Staff Welfare Expenses	1,56,932	1,64,115
2	Printing & Stationery	25,540	32,730
3	Travelling & Conveyance Expenses	57,399	51,320
4	Miscellaneous Expenses	40,073	25,636
5	Postage & Telegram	17,020	18,910
6	Office Expenses	30,960	44,680
7	General & Administrative Expenses	1,49,834	1,11,065
8	Legal & Profession Fees	14,986	68,795
9	Auditors Remuneration	5,000	3,000
10	Listing and Custodian Fees	1,19,101	23,595
11	Bank Charges	2,683	497
12	Amounts not recoverable – Written Off	0	2,02,013
13	E-voting Fees – CDSL	5,618	0
	Total	6,25,146	7,46,356

As per our Report of even date
For J. P. CHATURVEDI & CO.
Chartered Accountants

J. P. Chaturvedi
Proprietor

PRAKASH SHAH
Director

SHIRISH SHETYE
Director

Place : Mumbai
Dated : July 02, 2015

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