

Blue Circle
Services Limited



36th
ANNUAL REPORT
2017-2018

BLUE CIRCLE SERVICES LIMITED

BOARD OF DIRECTORS

Anil Kumar Purohit	Chairman & Managing Director
Vikash Kumar Singh	Executive Director
Rajeev Chaudhury	Independent Director
Priya Ghosh	Independent Director

COMPLIANCE OFFICER

Mr. Prateek Kaushik

CHIEF FINANCIAL OFFICER

Mr. Dhruva Narayan Jha

AUDITORS

M/s. B. S. Kedia & Co.
Chartered Accountants, Kolkata

BANKERS

Axis Bank Ltd.
Kotak Mahindra Bank Ltd.

REGISTERED OFFICE

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

CIN : L74140MH1983PLC029378

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date : 22nd September, 2018
Time : 11.00 A.M.
Venue : Unit No. 323 & 324, 3rd Floor,
Building No. 9, Laxmi Plaza,
New Link Road, Andheri (West),
Mumbai-400 053



C o n t e n t s

- ☞ Notice
- ☞ Directors' Report
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- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
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- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of **BLUE CIRCLE SERVICES LIMITED** will be held on Saturday, 22nd September, 2018 at 11.00 A.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 to transact following business as:

ORDINARY BUSINESS :

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN-317159E) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting on such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed upon by the Board of Directors and Statutory Auditors; and

“**RESOLVED FURTHER THAT** the any of Board of Directors of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS :

3. **To Appoint Mr. Johar Pal Singh as Independent Director of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Johar Pal Singh (DIN: 00113986), who was appointed as an Additional Director of the Company in the meeting of Board of Directors held on 14th August 2018 on recommendation of Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mr. Johar Pal Singh (DIN: 00113986), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from August 14, 2018 and that he shall not be liable to retire by rotation.”

4. **To Appoint Mr. Ram Prakash Chowdhary as Independent Director of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ram Prakash Chowdhary (DIN: 01625637), who was appointed as an Additional Director of the Company in the meeting of Board of Directors held on 14th August 2018 on recommendation of Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mr. Ram Prakash Chowdhary (DIN: 01625637), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from August 14, 2018 and that he shall not be liable to retire by rotation.”

5. To Appoint Mrs. Sangeeta Joshi as Independent Director of the Company

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sangeeta Joshi (DIN: 08098594), who was appointed as an Additional Director of the Company in the meeting of Board of Directors held on 14th August 2018 on recommendation of Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company;

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mrs. Sangeeta Joshi (DIN: 08098594), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from August 14, 2018 and that she shall not be liable to retire by rotation.”

6. To Appoint Mr. Anil Kumar Purohit as Chairman & Managing Director of the Company for a period of 3 years

To consider and if thought fit to pass with or without modifications 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 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be

and is hereby accorded for appointment of Mr. Anil Kumar Purohit (DIN : 00082942) as Chairman & Managing Director of the Company, for a period of 3 years commencing from April 1, 2018 up to March 31, 2021 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Anil Kumar Purohit and is liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Mumbai, August 14, 2018

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the 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 those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting (“AGM”) venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure

- Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure I.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 15th September 2018 to 22nd September 2018 (both days inclusive).
 7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
 8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's Registered Office on all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this Annual General Meeting.
 9. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id blue.circl@gmail.com for quick and prompt redressal of their grievances.
 10. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
 11. The identity/signature of members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such members are advised to bring the relevant identity card issued by appropriate authorities to the Annual General Meeting.
 12. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
 13. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
 14. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
 15. The Securities and Exchange Board of India (SEBI) vide Circular ref. no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same

- to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
17. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2011-12 are requested to send a letter along with unclaimed dividend warrant, if any or letter of undertaking for issue of duplicate dividend warrant/demand draft. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 15, 2017 (date of last Annual General Meeting) on the website of the Company viz. www.bluecircleservices.com, as also on the website of the Ministry of Corporate Affairs.
 18. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more as on 24th October 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.bluecircleservices.com. Shareholders are requested to claim the dividend on these equity shares latest by 24th October 2019 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.
 19. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
 20. Copies of Annual Report 2018 will be sent by electronic mode only to the members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The members who have not registered their email address, physical copies of Annual Report 2018 are being sent by the permitted mode.
 21. The Notice for the 36th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all those members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
 22. Members may also note that the Notice of the 36th AGM and the Annual Report for 2017-2018 will also be available on the Company's website www.bluecircleservices.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : blue.circl@gmail.com
 23. A route map showing directions to reach the venue of the 36th Annual General Meeting is given at the end of the Report.

24. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
25. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 15th, 2018.
26. In order to enable its members who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mrs. Gayatri Phatak, Scrutinizer, C/o Purva Sharegistry (India) Private Limited, Unit: Blue Circle Services Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No : +91 22- 2301 2517, E-mail : purvashr@mtnl.net.in so as to reach her on or before September 17, 2018 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.
27. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their votes at the 36th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
28. The facility of voting through ballot/polling paper shall also be made available at the venue of the 36th AGM. The members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
29. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bluecircleservices.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
30. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
31. Details of Scrutinizer: Gayatri Bhide, Practising Company Secretary (ACS No. 31886), M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatrihideandco@gmail.com.
32. **Voting through Electronic means -**
 - a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members

facility to exercise their right to vote 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).

- b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- c) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.bluecircleservices.com
- d) The e-voting period commences on Wednesday, September 19, 2018 (9:00 am) and ends on Friday, September 21, 2018 (5:00 pm). During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- e) 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 September 15th, 2018. 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. September 15th, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or purvashr@mtnl.net.in.
- f) The facility for voting through ballot paper / Poling 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.

33. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- iv. Your User ID details will be as per details given below :
 - a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- v. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - 1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - 2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- iii. Select “EVEN” of the Company.
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 34. General Guidelines for shareholders:**
- i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gayatribhideandco@gmail.com with a copy marked to evoting@nsdl.co.in.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
35. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 3

Appointment of Mr. Johar Pal Singh as Independent Director of the Company

The Board of Directors of the Company at its meeting held on August 14, 2018, on the recommendation of the Remuneration and Nomination Committee, had appointed Mr. Johar Pal Singh (DIN: 00113986) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Johar Pal Singh as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from August 14, 2018.

The Company has also received a declaration from Mr. Johar Pal Singh as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering his superior experience, his presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mr. Johar Pal Singh for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mr. Johar Pal Singh (DIN: 00113986) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Johar Pal Singh (DIN: 00113986) is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mr. Johar Pal Singh (DIN: 00113986), proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rule made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Further details of Mr. Johar Pal Singh have been provided in Annexure 1.

ITEM NO. 4

Appointment of Mr. Ram Prakash Chowdhary as Independent Director of the Company

The Board of Directors of the Company at its meeting held on August 14, 2018, on the recommendation of the Remuneration and Nomination Committee, had appointed Mr. Ram Prakash Chowdhary (DIN: 01625637) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Ram Prakash Chowdhary as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from August 14, 2018.

The Company has also received a declaration from Mr. Ram Prakash Chowdhary as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering his superior experience, his presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mr. Ram Prakash Chowdhary for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mr. Ram Prakash Chowdhary (DIN: 01625637) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Ram Prakash Chowdhary (DIN: 01625637) is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mr. Ram Prakash Chowdhary (DIN: 01625637), proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rule made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Further details of Mr. Ram Prakash Chowdhary have been provided in Annexure 1.

ITEM NO. 5**Appointment of Mrs. Sangeeta Joshi as Independent Director of the Company**

The Board of Directors of the Company at its meeting held on August 14, 2018, on the recommendation of the Remuneration and Nomination Committee, had appointed Mrs. Sangeeta Joshi (DIN: 08098594) as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mrs. Sangeeta Joshi as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from August 14, 2018.

The Company has also received a declaration from Mrs. Sangeeta Joshi as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering his superior experience, his presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mrs. Sangeeta Joshi for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mrs. Sangeeta Joshi (DIN: 08098594) as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mrs. Sangeeta Joshi (DIN: 08098594) is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mrs. Sangeeta Joshi (DIN: 08098594), proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rule made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Further details of Mrs. Sangeeta Joshi have been provided in Annexure 1.

ITEM NO. 6**Appointment of Anil Kumar Purohit (DIN: 00082942) as Chairman & Managing Director**

The Board at its meeting held on 5th April 2018, re-appointed Mr. Anil Kumar Purohit as Managing Director of the Company with effect from 1st April 2018.

Mr. Anil Kumar Purohit is Graduate in Commerce. He is contributing to the success of the Company by his rich experience in Financial & Money market as well as expertise in Accounting & Taxation matters.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Anil Kumar Purohit is interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to his respective appointment.

The relatives of Mr. Anil Kumar Purohit may be deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 6 of the Notice for approval of the members.

Brief Profile of Directors has been provided in Annexure - I.

Annexure - I

Name of Director	Johar Pal Singh	Ram Prakash Chowdhary
Directors' Identification No. (DIN)	00113986	01625637
Date of Birth	6 th October 1947	12 th June 1963
Date of Appointment on Board	14 th August 2018	14 th August 2018
Qualification	B. Com, LLB	Graduate (B. A.)
Experience	Having 36 years' experience in the field of Legal, Taxation, Capital & Money Market	Rich experience of about 6 Management & years in Company Administration
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 14 th August 2018	5 Years commencing from 14 th August 2018
Remuneration details	Maximum of Rs. 5000/- per meeting	Maximum of Rs. 5000/- per meeting
Shareholding in Company	Nil	Nil
Relationship with the Company	Not Any	Not Any
No. of Board Meeting attended during the year	Not Applicable	Not Applicable
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> • JMD Ventures Limited • V B Industries Limited • PS IT Infrastructure & Services Ltd. • Unisys Softwares & Holding Industries Ltd. 	<ul style="list-style-type: none"> • Warner Multimedia Limited • Scan Infrastructure Limited
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship - 3 Committee Membership - 5	Committee Membership - 2 Committee Chairmanship - 2

Annexure - I (Continued)

Name of Director	Sangeeta Joshi	Anil Kumar Purohit
Directors' Identification No. (DIN)	08098594	00082942
Date of Birth	25 th December 1975	22 nd November 1980
Date of Appointment on Board	14 th August 2018	2 nd March 2010
Qualification	H.S.C.	B. Com, Graduate
Experience	Having ample knowledge of Accounts and Administration	Experience of more than 15 years in Financial & Money market as well as expertise in Accounting & Taxation matters.
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 14 th August 2018	3 Years commencing from 1 st April 2018
Remuneration details	Maximum of Rs. 5000/- per meeting	Not more than Rs. 50,000/- per month plus reimbursement of out of pocket expenses.
Shareholding in Company	Nil	Nil
Relationship with the Company	Not Any	Part of Promoter Group
No. of Board Meeting attended during the year	Not Applicable	13 (Thirteen)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	V B Industries Limited	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship- Nil Committee Membership - Nil	Committee Membership - 2 Committee Chairmanship - Nil

Mumbai, August 14, 2018

By order of the Board

For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai - 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Directors' Report

To
The Members,

Your Directors have pleasure in presenting the 36th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2018.

(₹ in Lakh)

Financial Results	Year Ended 31.03.2018	Year Ended 31.03.2017
Income	832.31	806.21
Profit/(Loss) before Tax & Extra-Ordinary Items	(477.96)	(16.24)
Less : Provision for Taxation including Deferred Tax	(2.66)	(3.56)
Profit/(Loss) after Tax	(475.30)	12.68)
Less : Extra-Ordinary Items	-	-
Net Profit/(Loss) after Extra-Ordinary Items	(475.30)	(12.68)
Add : Profit/(Loss) brought forward from previous year	(1453.32)	(1440.64)
Balance of Profit/(Loss) carried forward to next year	(1928.62)	(1453.32)

OVERVIEW OF ECONOMY

The economy of India is a developing mixed economy. It is the world's fifth-largest economy by nominal GDP and the third-largest by purchasing power parity (PPP). The country ranks 139th in per capita GDP (nominal) with \$2,134 and 122nd in per capita GDP (PPP) with \$7,783 as of 2018. After 1991 economic liberalisation, India achieved 6-7% average GDP growth annually. In FY 2015 and 2018 India's economy became the world's fastest growing major economy, surpassing China.

The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. India topped the World Bank's growth outlook for the first time in fiscal year 2015-16, during which the economy grew 7.6%. Despite previous reforms, economic growth is still significantly slowed by bureaucracy, poor infrastructure, and inflexible labor laws (especially the inability to lay off workers in a business slowdown).

PERFORMANCE HIGHLIGHTS & OUTLOOK

The Company was into the trading and investments in Shares & Securities during the year under review.

Gross revenue from operations stood at ₹ 832.31 lakh in comparison to last years' revenue of ₹ 806.21 lakh. In term of Net Profit/ (Loss), the Company has incurred a loss of ₹ 475.30 lakh in comparison to last years' net loss of ₹ 12.68 lakh (after tax including deferred tax).

The scenario does not look good for the Company as the Investment of Company is in mid-cap and small-cap segment, the segment which is neither performed well in year 2017 nor is performing well in year 2018. The policy by the regulators added fuel to the segment wherein SEBI asked mutual funds to make balancing in their portfolio by adding large-cap and reducing weightage in mid-cap and small-cap. This lead to sell-off by Mutual Funds and lack of buying in the segment lead to fall in the price shares of these categories. The Company is trying hard to balance its portfolio in order to have further losses in future.

DIVIDEND AND RESERVES

Due to losses earned during the year and for the reason of carried forward losses, your Directors do not recommend any Dividend for the year under review.

During the year under review, Nil amount has been transferred to General Reserves.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 was ₹ 20.3470 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2018, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

BUSINESS SEGMENT

The Company is into the sole business of Finance and Investments. The Company is carrying trading and investments activities in shares and securities in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any material subsidiary as defined under the Listing Regulations. However, it has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company viz. www.bluecircleservices.com

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations; during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3)(h) r/w Rule 8(2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI(LODR) Regulations, 2015 is attached as Annexure I. Further, there are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes

to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website viz. www.blurcircleservices.com

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2017-18.

BOARD EVALUATION

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2017-18 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

During the financial year, Mr. Gwal Das Vyas, Mr. Kashi Prasad Bajaj & Ms. Amit John Cannel, all independent Directors, have resigned from the Board w.e.f. 3rd June 2017. Further, Mr. Dipankar Roy has who has been appointed as Independent Director of the Company w.e.f. 26th June 2017, has resigned from the Board w.e.f. 16th March 2018.

During the current financial year, Mr. Vikash Kumar Singh & Mr. Rajeev Chaudhury have joined the Board w.e.f. 15th May 2017 whereas Ms. Priya Ghosh has joined the Board w.e.f. 29th May 2015 as Independent Director.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of the Listing Regulations.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the Independent Directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Regulation 25 of Listing Regulations (applicable from December 1, 2015), a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Vikash Kr. Singh	Executive Director	15th May 2017	-
2.	Mr. Rajeev Chaudhury	Independent Director	15th May 2017	-
3.	Ms. Priy Ghosh	Independent Director	29th May 2017	-
4.	Mr. Kashi Prasad Bajaj	Independent Director	-	3 rd June 2017
5.	Ms. Amita John Cannel	Independent Director	-	3 rd June 2017
6.	Mr. Gwal Das Vyas	Independent Director	-	3 rd June 2017
7.	Mr. Dipankar Roy	Independent Director	29 th June 2017	16 th March 2018
8.	Mr. Dhruva Narayan Jha	Chief Financial Officer	7 th March 2018	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

An order was passed by SEBI vides Order No. WTM/RKA/ISD/162/2014 dated 19th December 2014 and re-confirmation Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015 in the matter of dealing in the Shares of First Financial Services Limited; where in the Company has been debarred from accessing Capital Market for the time being (tenure of suspension has not defined in said order).

Apart from above, there are no other significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of financial year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 the Board of Directors confirms that:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. 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 March 31, 2018 and of the profit of the Company for the year ended on that date;
3. that the Directors have 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;
4. the annual accounts have been prepared on a going concern basis;
5. that 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; and
6. that 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.

BUSINESS RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. www.bluecircleservices.com

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS**Statutory Auditors**

M/s B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) are the statutory auditors of the Company for the year ended March 31, 2018. Their appointment as the statutory auditors will be ratified at the ensuing Annual General Meeting pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder.

There is no audit qualification, reservation or adverse remark for the year under review.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Sinu Surolia, Company Secretaries in Practice (C. P. No. 17293) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2018 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 (“Amended Managerial Remuneration Rules, 2016”), the report is not applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Since the Company is into the business of trading and investments in shares and securities; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used any foreign exchange during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Mumbai, May 30, 2018

By order of the Board

For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai - 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Management Discussions & Analysis

MACRO ECONOMIC ENVIRONMENT

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year.

OPPORTUNITIES

The country's financial services sector consists of the capital markets, insurance sector and non-banking financial companies (NBFCs). India's gross domestic savings (GDS) as a percentage of Gross Domestic Product (GDP) has remained above 30 per cent since 2004. It is projected that national savings in India will reach US\$ 1,272 billion by 2019. Over 95 per cent of household savings in India are invested in bank deposits and only 5 per cent in other financial asset classes.

The asset management industry in India is among the fastest growing in the world. Corporate investors accounted for around 43.44 per cent of total AUM in India, while High Net Worth Individuals (HNWI) and retail investors account for 30.09 per cent and 24.79 per cent, respectively. In the Asia-Pacific, India is among the top five countries in terms of HNWIs.

RBI has allowed 100 per cent foreign investment under the automatic route in 'other financial services'.

India's equity market turnover has increased significantly in recent years. The annual turnover value in the National Stock Exchange (NSE) witnessed a CAGR of 19.13 per cent between FY 96 and FY 17 to reach US\$ 790 billion. During the month of January 2018, equity mutual funds have registered a record net inflow of Rs 14,683 crore (US\$ 2.27 billion).

THREATS & CONCERNS

The risk of loan loss is high in India. Due to lack of appropriate due diligence and monitoring of loans, the number of loan defaults has increased in recent years. The non-performing assets are growing in last few years while the GDP has been declining.

A majority of the banks in India offer online and mobile banking services. Most of the transactions are conducted via payment cards, debit and credit cards, and electronic channels such as ATMs. Consequently, both private and public banks as well as other financial institutions in India are becoming increasingly vulnerable to sophisticated cyber-attacks.

India has witnessed numerous terror attacks and remains a potential target for such strikes. Stringent regulatory requirement and media scrutiny have made it mandatory for financial institutions to perform strict compliance checks to prevent the use of money laundering to fund terrorist activities.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2017-2018, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the performance management system, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Mumbai, May 30, 2018

By order of the Board

For BLUE CIRCLE SERVICES LIMITED

Registered Office :

Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai – 400 053

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 32 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	
1.	Holding Company	<ul style="list-style-type: none"> o Loans and advances in the nature of loans to subsidiaries by name and amount o Loans and advances in the nature of loans to associates by name and amount o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	Not applicable
2.	Subsidiary	<ul style="list-style-type: none"> o Loans and advances in the nature of loans to subsidiaries by name and amount o Loans and advances in the nature of loans to associates by name and amount o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	
3.	Holding Company	o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	

Place : Mumbai
Date : May 30, 2018

By order of the Board
For BLUE CIRCLE SERVICES LIMITED

ANIL KUMAR PUROHIT
(DIN : 00082942)
Chairman & Managing Director

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018

[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,
Blue Circle Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Blue Circle Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment; External Commercial Borrowings.
5. 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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period)
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) 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;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)
6. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given below -
 - a. Acts as prescribed under Direct Tax and Indirect Tax
 - b. Acts as prescribed under Shop and Establishment Act of various local authorities.
7. We have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - b. Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - c. Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
 - d. Provident Fund Act 1952;

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

We would like to draw attention of members of the Company on followings -

- *An order was passed by SEBI vides Order No. WTM/RKA/ISD/162/2014 dated 19th December 2014 and re-confirmation Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015 in the matter of dealing in the Shares of First Financial Services Limited; where in the Company has been debarred from accessing Capital Market till further notice (tenure of suspension has not been clearly mentioned in said Orders). However we are unable to comment on impact of said order on the business of the Company.*

We 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.

We 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.

We further report that during the audit period the Company has not passed any special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place : Kolkata
Date : May 30, 2018

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

Annexure A to the Secretarial Audit Report

The Members,
Blue Circle Services Limited
Mumbai

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 process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of 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 procedure on test check 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 : May 30, 2018

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2018
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

CIN	L74140MH1983PLC029378
Registration Date	22/02/1983
Name of the Company	Blue Circle Services Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	Unit No. 324, 3rd Floor, Bldg. No. 9 Laxmi Plaza, New Link Road Andheri (W), Mumbai - 400 053 Tel : +91 22 69969555
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771

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:

Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	100.00%

III. Details of Subsidiary / Associate / Holding Companies

Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	6856007	-	6856007	3.37%	685600	-	685600	3.37%	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	6856007	-	6856007	3.37%	685600	-	685600	3.37%	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-

Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	6856007	-	6856007	3.37%	685600	-	685600	3.37%	-
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
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 Corporate									
i. Indians	150547636	-	150547636	73.99%	14581931	-	14581931	71.67%	2.32%
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 2 lakh	1255103	61000	1316103	0.65%	197866	6100	203966	1.00%	0.35%
ii. Individual Shareholders holding nominal share capital in excess of Rs.2 lakh	42541297	2000000	44541297	21.89%	4638815	200000	4838815	23.78%	1.89%
c) Others (Specify)									
i. HUF	37726	-	37726	0.02%	3772	-	3772	0.02%	-
ii. Clearing Members	171160	-	171160	0.08%	21909	-	21909	0.03%	0.05%
iii. NRI	71	-	71	0.00%	7	-	7	0.00%	-
iv. LLP	-	-	-	-	7000	-	7000	0.03%	0.03%
v. NBFC	-	-	-	-	4000	-	4000	0.02%	0.02%
Sub Total B(2)	194552993	2061000	196613993	96.63%	19455300	206100	19661400	96.63%	-
Total Public Shareholding	194552993	2061000	196613993	96.63%	19455300	206100	19661400	96.63%	-
B = B(1) + B(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	201409000	2061000	203470000	100.00	20140900	206100	20347000	100.00	0.00%

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Share	% of total shares of the company	% of Shares Pledged encumbered to total shares	No. of Shares	% of Shares shares of the company	% of Shares Pledge / encumbered to total shares	
Prime Capital Market Limited	6,150,000	3.02%	Nil	6,15,000	3.02%	Nil	-
Unisys Softwares & Holding Ind. Ltd.	706,007	0.35%	Nil	70,600	0.35%	Nil	-

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

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company		
At the beginning of the year	6856007	3.37%				Not Applicable
At the end of the Year			685600	3.37%		Not Applicable

Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment / transfer / bonus / sweat equity etc):					
Name of Promoter / Promoter Group	Opening Bal	Shares Increase	Shares Decrease	Date of Increase/ Decrease	Reason for Changes
N. A.	-	-	-	-	-

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)					
For Each of the Top 10	Shareholding at the beginning of the year		Date wise increase decrease in Shareholding	Cumulative shareholding during and the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of Total shares of the Company
Rajinder Kumar Miglani	13,750,000	3.76%	Not Applicable	13,750,000	3.76%
Divya Drishti Merchants Pvt. Ltd.	8847649	4.35%	Not Any	884764	4.35%
Divya Drishti Traders Pvt. Ltd.	8815377	4.33%	Not Any	881537	4.33%
Decent Vincom Pvt. Ltd.	7185373	3.53%	Refer Note 1 below	468537	2.30%
Helot Properties Pvt. Ltd.	5667681	2.79%	Not Any	566768	2.79%
Rangan Vincom Private Limited	5405480	2.66%	Not Any	540548	2.66%
DKS Enterprises Private Limited	5180078	2.55%	Not Any	518007	2.55%
Flame Dealers Private Limited	4766738	2.34%	Not Any	476673	2.34%
Esquire Enclave Private Limited	542291	0.03%	Refer Note 1 below*	473729	2.33%
Dreamvalley Trading Pvt. Limited	4712293	2.32%	Not Any	471229	2.32%
Mayurpankh Vincom Pvt. Limited	4440696	2.18%	Not Any	444069	2.18%

Note 1 : The Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories and due to this reason the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shares holding at the beginning of the year		Cumulative Shareholding during and at the end of 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 / at the end of the year	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):	Not Applicable (As none of Director and Key Managerial Person was holding Shares in their names either at the beginning or at the end of year)			

V. INDEBTEDNESS				
In Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits Rs. in Lac	Unsecured Loans Rs. in Lac	Deposit Rs. in Lac	Total Indebtedness Rs. in Lac
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
• Addition				
• Reduction				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Total (i + ii + iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
Particulars of Remuneration	Anil Kr. Purohit (MD) (in Rs.)	Prateek Kaushik (Co. Secretary) (in Rs.)	Dhruva Narayan Jha (CFO) (inRs.)
1. Gross Salary	Nil	108,000/-	25,000/-
2. Value of Perquisites	Nil	Nil	Nil
3. Stock Options	Nil	Nil	Nil
4. Sweat Equity	Nil	Nil	Nil
5. Commission	Nil	Nil	Nil
6. Others (Please specify)	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the	Brief Description	Details of Penalty / Punishment / Compounding	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

ANNEXURE TO DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Blue Circle Services Ltd. (BCSL) is as under :-

1. **Board of Directors** : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

2. **Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, taxation and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The composition and category of the Board of Directors as at March 31, 2018, the number of other Directorships/Committee memberships held by them and their other details are as under:

Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Co.	Committee Chairman-ship in other Listed Co.	No. of Directorship in all Listed Co.
Anil Kumar Purohit*	Managing Director	00082942	2 nd March 2010	Nil	Nil	Nil
Vikash Kumar Singh	Executive Director	07821516	15 th May 2017	1	Nil	1
Rajeev Chaudhury	Independent Director	07821505	15 th May 2017	1	Nil	1
Priya Ghosh	Independent Director	07066596	29 th May 2017	2	Nil	Nil

*Chairman of the Board

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. Blue Circle Services Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. Directors who are on the Board are not related with other Directors.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

Chairman and Managing Director

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are

encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The draft format of the letter of appointment is available on Company website viz. www.bluecircleservices.com

Details of Board Meetings

The Board of Directors met 13 times on 5th April, 15th May, 29th May, 3rd June, 29th June, 5th July, 12th July, 14th September, 11th November and 14th November in year 2017 and on 14th February, 8th March and on 19th March in the year 2018 during the financial year 2017-2018.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting:

Name	Designation	Attendance at the AGM	Meetings Attended
Anil Kumar Purohit*	Chairman & Managing Director	Yes	13
Vikash Kr. Singh	Executive Director	Yes	11
Rajeev Chaudhury	Independent Director	Yes	11
Priya Ghosh	Independent Director	Yes	10
Amita John Cannel	Independent Director	No	9
Dipankar Roy	Independent Director	Yes	7
Kashi Prasad Bajaj	Independent Director	N.A.	3
Gwal Das Vyas	Independent Director	N.A.	3

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the provisions of Regulation 18 of

the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, risk and International finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

The Audit Committee was re-constituted w.e.f. 29th June 2017 wherein Mr. Rajeev Chaudhury and Mr. Dipankar Roy have been appointed as Chairman and member of Committee respectively in place of Mr. Gwal Das Vyas and Kashi Prasad Bajaj.

TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2018.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site of the Company viz. www.bluecircleservices.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

MEETINGS OF AUDIT COMMITTEE

The members of Audit Committee met five times on 29th May, 14th September, 11th November and 14th November in year 2017 and on 14th February in year 2018 during the financial year ended on 31st March 2018.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Anil Kumar Purohit	Member	5	5
Mr. Kashi Prasad Bajaj	Chairman	1	1
Mr. Rajeev Chaudhury	Chairman	4	4
Mr. Gwal Das Vyas	Member	1	1
Mr. Dipankar Roy	Member	4	4

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

The Nomination & Remuneration Committee was re-constituted w.e.f. 29th June 2017 wherein Mr. Rajeev Chaudhury, Priya Ghosh and Mr. Dipankar Roy have been appointed as member, member and Chairman of Committee respectively in place of Mr. Gwal Das Vyas, Amita John Cannel and Kashi Prasad Bajaj.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;

- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a) Qualification, expertise and experience of the Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

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

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & 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.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met four times on 15th May, 29th May and 29th June in year 2017 and on 8th March 2018 in year 2018 during the financial year ended on 31st March 2018.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Kashi Prasad Bajaj	Member	2	2
Mr. Gwal Das Vyas	Chairman	2	2
Mr. Rajeev Chaudhury	Chairman	2	2
Mr. Dipankar Roy	Member	2	2
Ms. Priya Ghosh	Member	2	2

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;

- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Mr. Prateek Kaushik, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

The Stakeholders' Relationship Committee was re-constituted w.e.f. 29th June 2017 wherein Mr. Dipankar Roy and Mr. Rajeev Chaudhury have been appointed as Chairman and member of Committee respectively in place of Kashi Prasad Bajaj and Mr. Gwal Das Vyas.

During the year, two meetings of the Stakeholders' Relationship Committee were held on 14th September in year 2017 and on 14th February in year 2018 during the financial year ended on 31st March 2018.

Brief Details of Names, Position, Category and meeting attended by members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Dipankar Roy	Chairman	Independent, Non-Executive	2
Mr. Rajeev Chaudhury	Member	Independent, Non-Executive	2
Mr. Anil Kumar Purohit	Member	Chairman & Managing Director	2

Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any complaint from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id blue.circl@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 22, 2018, inter alia, to discuss:

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

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
35 th Annual General Meeting	15 th September 2017, 11.00 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
35 th Annual General Meeting	23 rd September 2016, 11.00 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
35 th Annual General Meeting	24 th September 2015, 11.00 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Extra-Ordinary General Meeting

No Extra-Ordinary General Meeting was held during the financial year ended on 31st March 2018.

POSTAL BALLOT

Special /Ordinary Resolutions were passed on 5th July 2017 for

- Change in Face Value of Equity Shares from Rs. 1/- to Rs. 10/-;
- Alteration in Capital Clauses of Memorandum & Articles of Association.

Further, a resolution has been passed on 19th March 2018 for regularization of appointment of M/s. B. S. Kedia & Co. as Statutory Auditors of the Company due to resignation of existing Auditors of the Company for the reason of their other assignments.

No Resolution has been passed during last two out of three financial years by way of Postal Ballot.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

A Special Resolution was passed in the 33rd Annual General Meeting held on 24th September 2015 for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

No Special Resolution has been proposed or passed during remaining two out of last three Annual General Meetings.

BOARD DISCLOSURES**Compliance with Governance Framework**

The Company is in compliance with all mandatory requirements of Listing Regulations, 2015.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) **Reconciliation of Share Capital** : As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.bluecircleservices.com

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- www.bluecircleservices.com.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- A separate dedicated section under 'Investor Relation' on the Company's website gives information on unclaimed dividends (if any), notice of Board Meetings, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding 36th Annual General Meeting for the financial year ended on 31st March 2018 is as follows :-

Day & Date	: Saturday, 22 nd September 2018
Time	: 11.00 A.M.
Venue	: Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza New Link Road, Andheri (West), Mumbai-400 053

b. Financial Year : 1st April to 31st March.

c. Future Calendar for the next financial year :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2018	Mid of August, 2018
Financial Reporting of 2 nd Quarter ended on 30 th September 2018	Mid of November, 2018
Financial Reporting of 3 rd Quarter ended on 31 st December 2018	Mid of February 2019
Financial Reporting of 4 th Quarter ended on 31 st March 2019	During May 2019
Date of Annual General Meeting	During September 2019

- d. **Date of Book Closure** : September 16 to September 22, 2018. (Both days inclusive)
- e. **Dividend Payment Date** : No Dividend has been recommended for the year under review.
- f. **Dividend History for Last 10 Years (In the FY where Dividend has been declared) :**

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Amount Declared per Share	Face Value of Shares
1.	2009-2010	May 31, 2010	₹ 0.50	₹ 10.00
2.	2010-2011	June 30, 2011	₹ 0.40	₹ 10.00
3.	2011-2012	June 30, 2012	₹ 0.05	₹ 1.00

g. **Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.bluecircleservices.com

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2018:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
2.	2010-2011	June 30, 2011	Nil	20 th October 2018
3.	2011-2012	June 30, 2012	29,548/-	24 th October 2019

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

- h. **Listing of Shares** : BSE Limited (BSE)
- i. **Listing Fees** : Company has paid Annual listing Fees for FY 2017-18 to BSE.
- j. **Stock Code & ISIN** : Scrip Code 508939 on BSE.
ISIN INE526K01031 on both NSDL & CDSL

k. Market Price Data :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2017	3.92	3.92	500	30,184.22	29,241.48
May 2017	4.01	3.77	75,88,429	31,255.28	29,804.12
June 2017	4.35	3.96	5,51,430	31,522.87	30,680.66
July 2017	4.35	3.80	606	32,672.66	31,017.11
August 2017	-	-	-	32,686.48	31,128.02
September 2017	-	-	-	32,524.11	31,081.83
October 2017	-	-	-	33,340.17	31,440.48
November 2017	38.00	38.00	8	33,865.95	32,683.59
December 2017	38.00	38.00	5	34,137.97	32,565.16
January 2018	38.76	37.99	35	36,443.98	33,703.37
February 2018	37.25	35.85	10,220	36,256.83	33,482.81
March 2018	35.85	35.85	5	34,278.63	32,483.84

Note : The Face value of Equity Shares has been consolidated from Rs. 1/- to Rs. 10/- w.e.f. November 6, 2017.

l. Registrar & Share Transfer Agent.

M/s. Purva Shareregistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of physical. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Shareregistry (India) Pvt. Ltd.

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in
Website : www.purvashare.com

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

m. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

o. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

p. Distribution of Shareholding as on 31st March 2018

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-5000	361	55.97	27886	0.14
5001-10000	27	4.19	22191	0.11
10001-20000	24	3.72	36704	0.18
20001-30000	15	2.33	40110	0.20
30001-40000	13	2.02	46592	0.23
40001-50000	10	1.55	45897	0.23
50001-100000	36	5.58	288153	1.42
100001 and Above	159	24.65	19839467	97.51
Total....	645	100.00	20347000	100.00

q. Shareholding Pattern as on 31st March 2018

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & PAC	685600	3.37
Indian Bank	0	0.00
Foreign Financial Institutions	0	0.00
Others (NRI)	7	0.00
NBFCs Registered With RBI	4000	0.02
LLP	7000	0.03
Hindu Undivided Family (HUF)	3772	0.02
Corporate Bodies	14581931	71.67
Indian Public	5042781	24.78
Clearing Members	21909	0.11
Total	20347000	100.00

r. Dematerialization of Equity Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

As on 31st March 2018, 98.99% Equity Shares of the Company are in dematerialized form.

s. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

t. Requirement of PAN Card in case of Transfer of Shares in Physical

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

u. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

v. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

w. Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., "purvashr@mtnl.net.in"

x. Details on use of Public Funds Obtained in the last three years :

No Fund has been raised by the Company by way of Public Issue or Right Issue or Preferential Issue during last three years.

y. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Any.

z. Investors' Correspondence

Compliance Officer	RTA	Correspondence Office
Mr. Prateek Kaushik	Purva Sharegistry (India) Pvt. Ltd.	Unit No. 324, 3rd Bldg. No. 9
Company Secretary &	No. 9, Shiv Shakti Ind. Estate,	Laxmi Plaza, New Link Road
Tel : +91 22 2301 8261 / 0771	Gr. Floor, J. R. Boricha Marg,	Andheri (W), Mumbai - 400 053
Compliance Officer	Lower Parel, Mumbai-400 011	Tel : +91 22 69969555
Tel : +91 33-2242 7270		Email : blue.circl@gmail.com
Email : blue.circl@gmail.com		Website : www.bluecircleservices.com

aa. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

bb. Registered Office location

BLUE CIRCLE SERVICES LIMITED
Unit No. 324, 3rd Floor, Bldg. No. 9
Laxmi Plaza, New Link Road
Andheri (W), Mumbai - 400 053
Tel : +91 22 69969555; Email : blue.circl@gmail.com, URL : www.bluecircleservices.com

CEO / CFO Certification

We the undersigned, in my respective capacities as Managing Director and Chief Financial Officer of M/s. Blue Circle Services Limited (“the Company”) to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we certify that:
 - (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) We further state that to the best of our knowledge and belief, no transactions entered into by the company during the year 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 that 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 we have taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the auditors and the Audit committee
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

For Blue Circle Services Limited

S/d-

Dhruva Narayan Jha

Chief Financial Officer

Mumbai, May 30, 2018

For Blue Circle Services Limited

S/d-

Anil Kumar Purohit

(DIN : 00082942)

Chairman & Managing Director

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Blue Circle Services Limited, Code of Business Conduct and Ethics for the year ended March 31, 2018.

For Blue Circle Services Limited

Anil Kumar Purohit

(DIN : 00082942)

Managing Director

Mumbai, May 30, 2018

Auditors' Certificate on Corporate Governance

To the Members of **BLUE CIRCLE SERVICES LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter with the Company.
2. We have examined the compliance of conditions of corporate governance by **Blue Circle Services Limited** (the 'Company') for the year ended 31st March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.

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

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 30, 2018

Vikash Kedia
Partner
M. No. 066852

Independent Auditors' Report

To the Members of
BLUE CIRCLE SERVICES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Blue Circle Services Limited, which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 March 31, 2018, and profit/loss, (changes in equity)¹ and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)² and cash flows of the Company in accordance with³ the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application

of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

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 (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the 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) The going concern matter described in sub-paragraph (b) under the Other Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure “B” and;
- h) 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 knowledge and belief and according to the information and explanations given to us, we report that :
- i The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements; however there isn’t any litigations pending against the name of the company so far, as appeared from the records and has been told to us by the management.
 - ii The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; however, no such losses are been foreseeable in near future by the company’s management.
 - iii There are no requirements in transferring amounts, to the Investor Education and Protection Fund by the Company.

For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 30, 2018

Vikash Kedia
Partner
M. No. 066852

Annexure “A” to the Independent Auditors’ Report

Referred to in paragraph 9 of the Independent Auditors’ Report of even date to the members of Blue Circle Services Limited on the standalone financial statements for the year ended March 31, 2018 –

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
- 2) a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loan to any, body corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’). Thus, paragraph 3(iii) of the Order is not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act 2013, does not apply to the company, as the company is primarily engaged in the acquisition of securities and engaged in the business of financing of companies.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 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 have been regularly deposited during the year by the Company with the appropriate authorities.
 - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Disputed Amount	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	14,27,63,400	2011-12	Income Tax Appellate CIT
Income Tax Act, 1961	Income Tax	35,57,240	2013-14	Income Tax Appellate CIT
Income Tax Act, 1961	Income Tax	2,19,97,591	2014-15	Income Tax Appellate C.I.T
Income Tax Act, 1961	Income Tax	3,04,50,363	2015-16	Income Tax Appellate CIT

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration during the year.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, there is been no transactions with the related parties during the said period. Therefore, this paragraph is not applicable in case of the company.
- 14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) According to the information and explanations given to us, we report that the Company is not required to be registered itself under section 45-IA of the Reserve Bank of India Act, 1934.

For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 30, 2018

Vikash Kedia
Partner
M. No. 066852

Annexure “B” to the Independent Auditors’ Report

Referred to in paragraph 10(g) of the Independent Auditors’ Report of even date to the members of Blue Circle Services Limited on the standalone financial statements for the year ended March 31, 2018

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

1. We have audited the internal financial controls over financial reporting of M/s. Blue Circle Services Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. 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 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 Act.

Auditors’ Responsibility

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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

6. 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 –

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) provides 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

7. 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

8. 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 operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. S. Kedia & Co.
Chartered Accountants
ICAI Registration No. 317159E

Place: Kolkata
Date: May 30, 2018

Vikash Kedia
Partner
M. No. 066852

BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
ASSETS				
NON- CURRENT ASSETS				
Fixed Assets	1	23,11,586	34,33,797	51,05,356
Other Non- Current Assets	2	6,72,886	8,07,463	9,42,040
		29,84,472	42,41,260	60,47,396
CURRENT ASSETS				
Inventories	3	4,67,25,097	14,81,62,115	16,26,35,566
Trade Receivable	4	32,89,462	32,89,462	32,94,462
Cash and Cash equivalents	5	82,182	1,56,540	16,74,409
Short-term loans and advances	6	1,86,04,431	4,54,21,714	9,51,16,166
Other Currents Assets	7	30,77,061	30,77,061	0,77,061
		7,17,78,232	20,01,06,892	26,57,97,664
TOTAL		7,47,62,705	20,43,48,152	27,18,45,061
EQUITY AND LIABILITIES				
SHAREHOLDERS' FUNDS				
Share Capital	8	20,34,70,000	20,34,70,000	20,34,70,000
Other Equity	9	(13,23,61,891)	(8,48,31,825)	(8,35,63,925)
		7,11,08,109	11,86,38,176	11,99,06,075
NON-CURRENT LIABILITIES				
CURRENT LIABILITIES				
Trade Payable	10	10,21,459	8,29,50,654	14,94,20,655
Other Current Liabilities	11	25,09,527	23,69,303	17,71,908
Short-Term Provision	12	1,23,610	3,90,019	7,46,424
		36,54,596	8,57,09,976	15,19,38,986
TOTAL		7,47,62,705	20,43,48,152	27,18,45,061
Significant Accounting Policies and Notes to accounts	1			

ASPER OUR REPORT OF EVEN DATE

FOR B.S KEDIA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Vikash Kedia
Partner
M. No : 066852
FRN. 317159EAnil Kumar Purohit
Managing Director
(DIN:00082942)Vikash Kumar Singh
Director
(DIN : 07821516)Dhruva Narayan Jha
CFOPratik Kaushik
SecretaryPlace : Kolkata
Date : 30th May 2018Place : Kolkata
Date : 30th May 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

PARTICULARS	Note No.	31.03.2018 Rs.	31.03.2017 Rs.
INCOME			
Revenue from operations	13	8,32,30,643	8,05,00,170
Other Income	14	-	1,20,686
TOTAL INCOME		8,32,30,643	8,06,20,856
EXPENSES			
Change of Stock n Trade	15	10,14,37,018	1,44,73,451
Purchase	16	2,62,70,000	6,39,70,000
Employee Cost	17	7,10,449	7,32,344
Other expenses	18	13,52,864	12,63,229
Depreciation & Amortisation Expenses	19	12,56,788	18,06,136
TOTAL EXPENSES		13,10,27,119	8,22,45,160
PROFIT BEFORE TAXATION		(4,77,96,476)	(16,24,304)
Extraordinary item		-	-
		(4,77,96,476)	(16,24,304)
Tax Expense	20		
Current tax		-	-
Defferred Tax Assets		(2,66,409)	(3,56,405)
NET PROFIT FOR THE YEAR		(4,75,30,067)	(12,67,899)
Earnings per equity share:	20	-0.23	-0.01

AS PER OUR REPORT OF EVEN DATE

FOR B.S KEDIA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Vikash Kedia
Partner
M. No : 066852
FRN. 317159EAnil Kumar Purohit
Managing Director
(DIN:00082942)Vikash Kumar Singh
Director
(DIN : 07821516)Place : Kolkata
Date : 30th May 2018Dhruva Narayan Jha
CFO
Place : Kolkata
Date : 30th May 2018Pratik Kaushik
Secretary

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2018
(in Rs.)

	31.03.2018	31.03.2017
A. <u>Cash Flow from Operating Activities</u>		
Net Profit before tax and extraordinary Items	(4,77,96,476)	(16,24,304)
Adjustments for		
Interest Received	-	1,20,686
Depreciation	11,22,211	16,71,559
Operating profit before working capital changes	(4,66,74,265)	1,67,942
<u>Adjustments for Working Capital Changes</u>		
Decrease / (Increase) Loan & Advances	2,68,17,283	1,44,73,451
Decrease / (Increase) trade receivable	-	5,000
Decrease / (Increase) in Inventories	10,14,37,019	4,96,94,452
Decrease / (Increase) in Inventories other current assets	-	-
(Decrease) / Increase in Other Current Liabilities and Provisions	(8,20,55,380)	(6,62,29,010)
Cash Generated from operations	4,61,98,922	(20,56,107)
Income tax earlier year	-	-
Deferred tax assets	2,66,409	3,56,405
Net Cash From Operating Activities	4,64,65,331	(15,31,761)
B. <u>Cash Flow From Investing Activities</u>		
Net Purchase of Fixed Assets	11,22,211	16,71,559
Deferred Revenue Expenditure	1,34,577	1,34,577
Adjustment for Depreciation	(11,22,211)	(16,71,559)
Net Cash from Investing Activities	1,34,577	1,34,577
C. <u>Cash Flow From Financing Activities</u>		
Interest Income / (Expense)	-	(1,20,686)
Extraordinary Items	-	-
Net Cash used in Financing Activities	-	(1,20,686)
Net Increase in Cash & Cash Equivalents	(74,358)	(15,17,869)
Net Increase in Cash & Cash Equivalents	74,358	15,17,869
Opening Balance of Cash & Cash Equivalents	1,56,540	16,74,409
Closing Balance of Cash & Cash Equivalents	82,182	1,56,540

AS PER OUR REPORT OF EVEN DATE

FOR B.S KEDIA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Vikash Kedia
Managing Director
M. No : 066852
FRN. 317159E

Anil Kumar Purohit
Director
(DIN:00082942)

Vikash Kumar Singh Partner
(DIN : 07821516)

Dhruva Narayan Jha
CFO
Place : Kolkata
Date : 30th May 2018

Pratik Kaushik
Secretary

Place : Kolkata
Date : 30th May 2018

NOTES AND ACCOUNTING POLICIES FORMING PART OF FINANCIAL STATEMENTS

A. ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS

1. Background

Blue Circle Services Limited (referred to as “Company”) has been incorporated on February 22, 1983 vide CIN L74140MH1983PLC029378 having registered office at Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053.

The Company is in the business of Investments Activities in Shares & Securities and engaged in treasury operations by way of providing funding solutions to clients i.e. Loans to its Clients.

2. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. These financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 01 April 2017.

Up to the year ended 31 March 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company’s first Ind AS financial statements. The date of transition to Ind AS is 01 April 2016. Details of the exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in Note 41 – First-time Adoption of Ind AS.

3. Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013 and Ind AS 1- Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

4. Revenue recognition

Revenue from the sale of shares is recognised when significant risks and rewards of ownership have been transferred to the customers (which generally coincide with their delivery to customers), the amount of revenue can be measured reliably and recovery of the consideration is probable. It is measured at the fair value of the consideration received or receivable for goods supplied net of returns and discounts to customers.

Revenue from services is recognised at the fair value of the consideration received or receivable for services rendered in the periods in which the services are rendered on a prorated basis over the period or as per the terms of the contract.

Dividend income from investments is recognised when the shareholder's right to receive dividend has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

5. Fixed Assets & Depreciation on Tangible Assets

All assets held with the intention of being used for the purpose of providing services and not for sale in the normal course of business are recognized as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

Depreciation and Amortisation of Tangible Assets

Depreciation on tangible assets is calculated on a pro-rata basis. Depreciation is charged over the estimated useful life of the fixed assets on a Written Down Value Method prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:-

Assets	Estimated useful life as estimated by the company	Estimated useful life under schedule II of Companies Act, 2013
Computer	3-6 years	6 years
Motor Car	8 years	8 years

- Assets costing Rs. 5,000/- or less are fully depreciated in the year of purchase.

6. Intangible Assets & Amortisation

Intangibles assets are stated at cost less accumulated amortisation. Intangibles assets are stated at cost less accumulated amortisation. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

7. Borrowing costs

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost.

8. Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

9. Cash Flow Statement

As required by IND-AS-7 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

10. Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Gains / losses arising on foreign currency transactions settled during the year are recognised in the standalone statement of profit and loss.

Exchange differences arising on translation of monetary items are recognised in the standalone statement of profit and loss. Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

Non-monetary items denominated in foreign currency are carried at cost. There are no Foreign Currency transactions during the financial year.

11. Derivatives

The Company has not yet entered into derivative financial instruments, primarily foreign exchange forward contracts.

12. Inventories

Inventories are measured at lower of the cost and net realizable value. Cost of inventories comprises all costs of purchase (net of input credit) and other costs incurred in bringing the inventories to their present location and condition. Costs of consumable and trading products are determined by using the First-In First-Out Method (FIFO).

13. Employee Benefits

Gratuity

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

Provident Fund

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

Leave Salary

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

14. Taxation

Tax expenses comprises of Current and Deferred Tax.

Current Tax

Current tax is measured at the amount expected to be paid to tax authorities in accordance with the Income Tax Act, 1961. The Company's current tax is calculated using tax rates and tax laws that have been enacted during the period, together with any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are off set when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority.

15. First Time adoption of Ind AS:

These Financial Statements, for the year ended 31st March 2018 have been prepared in accordance with Ind AS 101, "First Time Adoption of Ind AS", as these are the Company's first Ind AS compliant financial statements.

For the periods upto and including the year ended 31st March 2017, the company prepared its financial statements in accordance with the accounting standards notified under section 133 of Companies Act, 2013, read together with Paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the company has prepared its financial statement to comply with the Ind AS for the year ending 31st March, 2018, together with the comparative figures as at and for the year ended 31st March, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the company opening balance sheet was prepared as at 1st April, 2016, the date of transition to Ind AS 2017.

16. Depreciation

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and manner at written down value Method Rates and on pro rata basis for the additions during the year.

17. Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of an obligating event that probably requires outflow of resources and a reliable estimate can be made of the amount of the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be

measured reliably. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure of contingent liability is made.

18. Operating Segments

The company is primarily engaged in the single business of trading in shares and securities and there is no reportable secondary segment i.e. geographical segment. Hence, the disclosure requirement of Ind-Accounting Standard-108 "Segment Reporting" as notified by Companies (Accounting Standards) Rules, 2006 (as amended) is not applicable.

19. Non-Current Investments:

Investments are valued at fair market value on the reporting date either through other comprehensive income, or through the Statement of Profit and Loss.

20. Borrowing Cost

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

21. Recognition

Financial assets include investments, trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the standalone Statement of Profit and Loss.

22. Loan Origination Cost

Brokerage, commission, incentive to employee etc. paid (if any) at the time of acquisition of loans are charged to revenue

23. Impairment of Non-Financial Assets:

The Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of the cash flow expected to arise from the continuing use of the asset and its eventual disposal. A provision for impairment loss is made when the recoverable amount of the asset is lower than the carrying amount.

24. De-recognition

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Consequently, if the asset is one that is measured at

- a) Amortised cost, the gain or loss is recognised in the standalone statement of profit and loss.

- b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the standalone statement of profit and loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

25. Financial Liabilities And Equity Instruments

Classification:

Equity instruments issued by the Company are classified as equity in accordance with the substance of the contractual arrangements and the definitions of an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the standalone statement of profit and loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the balance sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

26. Earnings per Share:

Earnings per share is calculated by dividing the profit/(loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The number used in calculating the basic and diluted earnings per share are stated below:

Particulars	31.03.2018	31.03.2017
Net profit/(Loss) for the year as per Statement of Profit and Loss (₹)	(4,75,30,067)	(16,24,304)
Weighted Average number of equity shares for calculating Basic EPS	203,47,000	203,470,000
Weighted Average number of equity shares for calculating Diluted EPS	203,47,000	203,470,000
Face value per Share (₹)	10.00	1.00
Basic & Diluted EPS (₹)	(2.34)	(0.01)

27. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

28. Financial Risk Management Objectives and Policies:

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

b) Foreign Currency Risk:

There are no Foreign Currency transactions during the financial year.

c) Foreign Currency Sensitivity:

There are no Foreign Currency transactions during the financial year.

d) Interest Rate Risk and Sensitivity:

The Company does not have any term borrowings.

e) Commodity Price Risk:

The Company does not have any trading Activity during the Financial Year.

f) Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

g) Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

h) Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments:

Particulars	As at 31st March,2018	As at 31st March,2017
Borrowings*	Nil	Nil
Less: Cash and Cash equivalents	82,182	1,56,540
Net Debt	(82,182)	(1,56,540)
Equity Share Capital	20,34,70,000	20,34,70,000
Other Equity	(13,23,61,891)	(8,48,31,825)
Total Capital	7,11,08,109	11,86,38,176
Capital and net debt	7,10,25,927	11,84,81,636
Gearing Ratio	Nil	Nil

* Including working capital facility from consortium banks renewed every year and current maturity of long-term borrowings.

29. Standards Issues but not yet Effective:

IND AS 115- Revenue from Contract with Customer: On March 28, 2018 Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principal of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of IND AS 115 is expected to be insignificant. Details of the same is under :-

Particulars	31 st March 2018 (Rs.)	31 st March 2017 (Rs.)
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	Nil	Nil

30. Contingent Liabilities not provided for in respect of -

No.	Particulars	31 st March 2018 (Rs.)	31 st March 2017 (Rs.)
i)	Bonds executed in favour of Customs and Excise Authorities	Nil	Nil
ii)	Foreign bills discounting with Banks	Nil	Nil
iii)	Claims not acknowledged as debts (Disputed by the Company and or appealed against		
	a. Demand of Income Tax	Nil	Nil
	b. Demands by Excise department (Including GST)	Nil	Nil
	c. Demand against GST	Nil	Nil
	d. Demand of Workers	Nil	Nil
	e. Others	Nil	Nil

31. Remuneration Paid/Payable to Auditors

Particulars	31.03.2018	31.03.2017
Statutory Audit Fees	59,000	25,000
Tax Audit Fees	Nil	Nil
Other Certification Charges	Nil	Nil
Reimbursement of Expenses	Nil	Nil

32. Related Party Disclosures

a. Particulars of Related Parties

i. Subsidiary Companies – None

ii. Enterprises / individuals having direct or indirect control over the Company

- Prime Capital Market Ltd.
- Unisys Softwares & Holding Industries Ltd.
- Warner Multimedia Ltd.
- JMD Ventures Ltd.
- Scan Infrastructures Limited
- JMD Sounds Limited

iii. Key Managerial Personnel & their relatives (as on 31st March 2018)

1. Mr. Anil Kumar Purohit	Managing Director
2. Mr. Vikash Kr. Singh	Executive Director
3. Mr. Dhruva Narayan Jha	Chief Financial Officer
4. Mr. Prateek Kaushik	Company Secretary & Compliance Officer

b. Details of transactions entered into with related parties :

Name of Related Party	Nature of Transaction	Amount (₹)
JMD Ventures Limited	Sundry Creditors	10,21,459
JMD Sounds Limited	Advances Received	4,50,000
Kiran Vyas	Advances Given	33,50,000

c. Details of transactions with Directors and KMP

Sl. No.	Name	Remuneration Paid (in ₹)
1.	Mr. Anil Kumar Purohit	Nil
2.	Mr. Dhruva Narayan Jha	25,000
3.	Mr. Prateek Kaushik	108,000

33. Details of Loans given, Investments made, guarantees given covered under Section 186(4) of The Companies Act, 2013

Sr.No	Name of Party	Rate of Interest	Tenure Repayment	Purpose	Amount (₹)	Amount of
1	Not Any	-	-	-	-	-

34. Remuneration to Auditors

Particulars	31.03.2018	31.03.2017
Remuneration to Auditors for Audit purpose (₹)	59,000	25,000

35. There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2018. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

B. Other Notes and Additional Information forming part of Financial Statements**1. Use of Estimates and Judgments:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are related to:

- i. Useful life of property, plant and equipment and intangible assets
- ii. Provision for product warranties
- iii. Provision for employee benefits
- iv. Fair value of financial assets / liabilities
- v. Provisions and contingent liabilities

2. Useful Life of Property, Plant and Equipment and Intangible Assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgment.

3. Provision for Employee Benefits

The determination of Company's liability towards defined benefit obligation and other long term employee benefits to employees is made through independent actuarial valuation including determination of amounts to be recognised in the standalone statement of profit and loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to accounts.

4. Fair Value Measurements and Valuation Processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation, if required.

5. Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each

dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

6. Other Matters

- SEBI vide its Order No. WTM/RKA/ ISD/ 162 /2014 dated December 19, 2014 and another conformity Order No. WTM/RKA/ISD/31/2015 dated 20th April 2015, has restrained Company from accessing Capital Market till further notice. Since Company is into investment activities in Capital Market, in our opinion, it may affect the business and profitability of the Company but the quantum of effects cannot be commented.
- Financial statement of the Company indicates that the Company has accumulated losses and its Net worth has been substantially eroded, the Company has incurred net losses/net cash losses during the current year. The condition, along with other matters set forth in Note C ii), indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not modified in respect of these matters.
- Previous year figures have been restated to confirmation to the classification of the current year.
- Balances of Sundry Debtors, Unsecured Loans, and Sundry Creditors are Loans & Advances are subject to reconciliation, since conformations have not been received from them. Necessary entries will be passed on receipt of the same if required.

C. RECENT ACCOUNTING PRONOUNCEMENTS:

1. Ind AS 21 – The Effects of Changes in Foreign Exchange Rates

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21–The Effects of Changes in Foreign Exchange Rates which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from 01 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

2. Ind AS 115 - Revenue from Contract with Customers

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Ind AS 115 - Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 01 April 2018. The effect on adoption of Ind AS 115 on the financial statements is expected to be insignificant.

3. Mandatory Exceptions:

i. Estimate

Upon an assessment of the estimates made under Previous GAAP, the company has an opinion that there was no necessity to revise such estimates under Ind AS, except where

revision in estimates was necessitated as required in Ind AS. The estimates used by the company to present the amounts in accordance with Ind AS reflect conditions existing as at 1st April, 2016, the date of transition to Ind AS and as at 31st March, 2017 and as at 31st March, 2018.

ii. De-recognition of Financial Assets and Financial Liabilities

The Company has opted to apply the de-recognition requirements for financial assets and financial liabilities in accordance with Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

iii. Classification and Measurement of Financial Assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

4. Fair value of Financial Assets and Financial Liabilities

Sr. No.	Particulars	Fair Value Hierarchy	Note No.	as at 31st March , 2018		as at 31st March , 2017	
				Carrying Value	Fair Value	Carrying Value	Fair Value
I	Financial Assets						
(a)	At Fair Value :- Equity, Investment and unquoted Shares		A	75410807	46725096	148162115	148162115
(b)	At Amortised Cost		B				
	- Trade Receivables			3289462	3289462	3289462	3289462
	- Loans, Security Deposit and Others			18604431	18604431	45421714	45421714
	- Cash and Cash Equivalents			82182	82182	156540	156540
	- Other Bank Balances			-	-	-	-
	- Other Financial Assets			3077061	3077061	3077061	3077061
	Total Financial Assets			100463943	71778232	200106892	200106892
II	Financial Liabilities						
(a)	At Amortised Cost		B				
	- Borrowings			-	-	-	-
	- Trade Payables			1021459	1021459	82950654	82950654
	- Other Financial Liabilities			2509527	2509527	2339303	2339303
	- Short term provision			123610	123610	390109	390109
	Total Financial Liabilities			3654596	3654596	85709976	85709976

The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

ASPER OUR REPORT OF EVEN DATE

FOR B.S KEDIA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Vikash Kedia
Managing Director
M. No : 066852
FRN. 317159E

Anil Kumar Purohit
Director
(DIN:00082942)

Vikash Kumar Singh Partner
(DIN : 07821516)

Dhruva Narayan Jha
CFO
Place : Kolkata
Date : 29th May 2018

Pratik Kaushik
Secretary

Place : Kolkata
Date : 30th May 2018

Notes forming part of the Financial Statements for the year ended March 31, 2018

Note No. 2 OTHER NON- CURRENT ASSETS			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs.	Rs.	Rs.
(Unsecured Considered Goods)			
Deferred Revenue expenditure	6,72,886	8,07,463	9,42,040
Total	6,72,886	8,07,463	9,42,040

Note. No 3 INVENTORIES					
Particulars	Numbers	Face Value	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
			Rs	Rs	Rs
Inventories					
Market Price and at Cost which ever is lower					
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)					
Global Infratech & Finance Ltd	7,82,910	1.00	-	5,77,78,759	6,88,48,758
Rpp Infra Projects Ltd	59,096	10.00	-	-	34,03,452
Luharuka Media Infra Ltd	1,56,810	1.00	83,109	56,08,463	56,08,463
Gren Crest Financial Services Ltd	4,68,822	1.00	-	2,94,10,164	2,94,10,164
Divine Multimedia Ltd	48,000	1.00	28,800	12,64,584	12,64,584
North Eastern Carring Corporation Ltd	28,001	10.00	4,41,016	18,99,682	18,99,682
Scan Steel Ltd	13,85,770	2.00	3,02,09,787	5,12,38,078	5,12,38,078
			3,07,62,712	14,71,99,730	16,16,73,181
(2) IN MUTUAL FUND (QUOTED)					
Axis Tripal Advantage Fund			5,00,000	5,00,000	5,00,000
			5,00,000	5,00,000	5,00,000
(2) IN FULLY PAID-UP EQUITY SHARES (UN-QUOTED)					
The Calcutta Stock Exchange					
Association Ltd	250	10.00	4,00,000	4,00,000	4,00,000
Forgenfire Technologies Pvt Ltd	15,00,000	10.00	1,50,00,000	-	-
Gold Eternity		10.00	62,385	62,385	62,385
			1,54,62,385	4,62,385	4,62,385
			4,67,25,097	14,81,62,115	16,26,35,566

Note No. 4 TRADE RECEIVABLE			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs	Rs	Rs
(Unsecured Considered Goods)			
Outstanding for the period of more than six months	32,89,462	32,89,462	32,94,462
Other Debts	-	-	-
Total	32,89,462	32,89,462	32,94,462

Note No 5 CASH AND CASH EQUIVALENT			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs	Rs	Rs
Cash and Cash Equivalents			
Balances with banks	30,260	,48,671	7,66,748
In current accounts			
Cash in hand	51,922	7,869	9,07,661
Total	82,182	1,56,540	16,74,409

Note No. .6 SHORT-TERM LOANS & ADVANCES (Unsecured)			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs	Rs	Rs
Unsecured Considered good Loan & Advances to others	1,86,04,431	4,54,21,714	9,51,16,166
Total	1,86,04,431	4,54,21,714	9,51,16,166

Note No. 7 OTHER CURRENT ASSETS			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs	Rs	Rs
Unsecured Considered good Tax deducted at source	30,77,061	30,77,061	30,77,061
Total	30,77,061	30,77,061	30,77,061

Note No.8 SHARE CAPITAL

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016
	Number	Rs.	Number	Rs.	Rs
Authorised Equity Shares of ₹ 10/- each (Previous Year ₹ 1/-)	2,50,00,000	25,00,00,000	25,00,00,000	25,00,00,000	25,00,00,000
Issued, Subscribed & Paid Up: Equity Shares of ₹ 10/- each (Previous Year ₹ 1/-)	2,03,47,000	20,34,70,000	20,34,70,000	20,34,70,000	20,34,70,000
Total	2,03,47,000	20,34,70,000	20,34,70,000	20,34,70,000	20,34,70,000

Reconciliation of number of shares.

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016
	Number	Rs.	Number	Rs.	Rs
Shares outstanding at the beginning of the year	2,03,47,000	20,34,70,000	20,34,70,000	20,34,70,000	20,34,70,000
Add : Shares issued during the year	-	-	-	-	-
Shares outstanding at the end of the year	2,03,47,000	20,34,70,000	20,34,70,000	20,34,70,000	20,34,70,000

The company has one class of Equity shares having a par value of ₹ 10/- each. Each shareholder is eligible to one vote per share held.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016
	No. of Shares held	% of Holding	No. of Shares held	Holding % of	% of Holding
	-	-	-	-	-
Total	-	-	-	-	-
Total	-	-	-	-	-

Note No. 9 OTHER EQUITY			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs.	Rs.	Rs.
Securities Premium account- Opening balance	6,05,00,000	6,05,00,000	6,05,00,000
Add. Transfer from statement of profit & loss a/c	-	-	-
	6,05,00,000	6,05,00,000	6,05,00,000
General reserve- Opening balance	-	-	-
Add. Transfer from statement of profit & loss a/c	-	-	-
	-	-	-
Surplus in Profit & Loss Statement			
Opening balance	(14,53,31,824)	(14,40,63,925)	(14,00,32,364)
Add: Net Profit for the year	(4,75,30,067)	(12,67,899)	(40,31,561)
	(19,28,61,891)	(14,53,31,824)	(14,40,63,925)
Total	(13,23,61,891)	(8,48,31,824)	(8,35,63,925)

Note No. 10 TRADE PAYABLE			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs.	Rs.	Rs.
Unsecured considered goods			
Outstanding to Custmer	10,21,459	8,29,50,654	14,94,20,655
Total	10,21,459	8,29,50,654	14,94,20,655

Note No. 11 OTHER CURRENT LIABILITIES			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs.	Rs.	Rs.
Other payables			
Provision for Expenses	19,77,527	19,69,303	17,71,908
Trade Advance	5,00,000	4,00,000	-
Tds Payable	32,000	-	-
Total	25,09,527	23,69,303	17,71,908

Note No. 12 DEFERRED TAX LIABILITIES(NET)			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Rs.	Rs.	Rs.
Deferred tax liabilities	3,90,019	7,46,424	7,46,424
Less: Deferred Tax Assets	2,66,409	3,56,405	
Total	1,23,610	3,90,019	7,46,424

Note No.13 Revenue form Operations		
Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs
Sale of Shares	8,32,30,643	8,05,00,170
Total	8,32,30,643	8,05,00,170

Note No. 14 Other Income		
Dividend Received	-	1,20,686
Total	-	1,20,686

Note No. 15 Change of Inventories		
Openig Stock Of Shares	14,81,62,114	16,26,35,565
Less: Closing Stock Of Shares	4,67,25,096	14,81,62,114
Total	10,14,37,018	1,44,73,451

Note No. 16 Cost Of Purchase		
Purchase of Shares	2,62,70,000	6,39,70,000
Total	2,62,70,000	6,39,70,000

Note No. 17 Employee Cost		
Salaries	6,96,000	6,84,000
Staff welfare expenses	14,449	48,344
Total	7,10,449	7,32,344

Note No. 18 Other Expenses		
Paymant to Auditors	59,000	25,000
RTA Fees	96,055	70,704
Conveyance & Travelling Expenses	27,582	51,107
Bank Charges	30,540	37,973
Telephone Charges	9,394	23,180
Listing & Depository Fees	5,63,901	4,74,618
Postage & Telephone Exp.	9,275	17,424
Professional Fees	1,15,000	2,21,125
Printing & Stationery	25,145	35,663
Internal Audit fee	7,500	-
Advertisements	62,956	23,441
Rent Expenses	1,20,000	1,20,000
Books & Periodicals	2,469	9,875
Accounting Charges	26,250	35,000
ROC Fees	13,200	8,200
Certification Charges	10,000	-
Secratarial Audit fee	7,500	-
Office Maintanance Charges	1,11,282	65,715
Computer Maitinance charges	-	6,870
Demat Charges	25,325	2,269
Board Meeting & AGM Expenses	23,770	35,065
Web Desinning Expenses	6,720	-
Total	13,52,864	12,63,229

Note No. 18 Depreciation & Amortisation Expenses		
Depreciation	11,22,211	16,71,559
Deferred revenue expenditure w/off	1,34,577	1,34,577
Total	12,56,788	18,06,136

Note No.19 Tax Expenses		
Income tax	-	-
Deffered Tax Assets	(2,66,409)	(3,56,405)
Income tax earlier year	-	-
Total	(2,66,409)	(3,56,405)

Note No. 20 Earning Per Share (EPS)	Rs.	Rs.
i) Net Profit after Tax as per statement of profit and loss attributable to equity shareholder	(4,75,30,067)	(12,67,899)
ii) Number of equity shares used as denominator for calculating EPS	2,03,47,000	2,03,47,000
iii) Basic and Diluted Earning per Share	(2.34)	(0.06)
iv) Face Value per equity Share	10.00	10.00

DEPRECIATION AS PER COMPANIES ACT AS ON 31ST MARCH, 2018

NOTE 1 : FIXED ASSETS

(Amt. in Rs.)

Particulars	Useful Life	GROSS BLOCK		DEPRECIATION		NET BLOCK					
		Cost as on 01.04.2017	Addition during the year Rs.	Deduction during the year Rs.	Cost as on 31.03.2018	Up to 31.03.2017 Rs.	For the year 2017-18 Rs.	Up to 31.03.2018 Rs.	As on 31.03.2017 Rs.	As on 31.03.2018 Rs.	As on 31.03.2016 Rs.
Computer		1,72,42,350	-	-	1,72,42,350	1,41,07,937	10,44,700	1,51,52,637	20,89,713	31,34,413	47,01,384
Motor Car		6,00,000	-	-	6,00,000	3,00,616	77,511	3,78,127	2,21,873	2,99,384	4,03,972
Previous Year		1,78,42,350.00	-	-	1,78,42,350	1,44,08,553	11,22,211	1,55,30,764	23,11,586	34,33,797	51,05,356
		1,78,42,350			1,78,42,350	1,27,36,994	16,71,559	1,44,08,553	34,33,797	51,05,356	

BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road,
Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
Name and Address of the Shareholder		

1. I hereby record my presence at the 36th Annual General Meeting of the Company, to be held on Saturday, 22nd September 2018 at 11.00 A.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof.
2. Signature of the Shareholder/Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

1. Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
2. Please read the Instructions printed under the Item No. 32 to the Notice dated 30th May 2018 of the 36th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 19.09.2018 and ends at 5.00 P.M. on 21.09.2018, the e-voting module shall be disabled by CDSL for voting thereafter.

No. gift of any nature will be distributed at the Annual General Meeting

BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
 Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

Form No. MGT - 11, PROXY FORM / BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of Blue Circle Services Ltd., hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him

2. _____ having email Id _____ Signature _____ or failing him

3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Saturday, 22nd September 2018 at 11.00 AM at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Ordinary Business :	For	Against
1. Adoption of Financial Statements for the year ended March 31, 2018		
2. Ratification of Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata as Auditors and to fix their remuneration.		
Special Business :		
3. Appointment of Mr. Johar Pal Singh as Independent Director		
4. Appointment of Mr. Ram Prakash Chowdhary as Independent Director		
5. Appointment of Ms. Sangeeta Joshi as Independent Director		
6. Appointment of Mr. Anil Kumar Purohit as Chairman & Managing Director for a term of 3 Years		

Signed this _____ day of _____ 2018

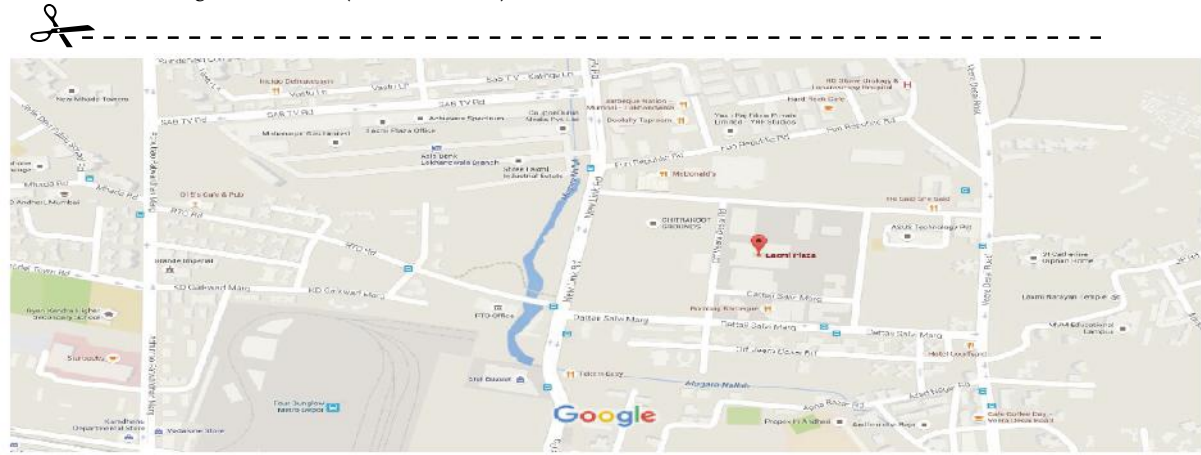
Signature of Shareholder _____ Signature of Proxy _____

Affix
Revenue
Stamp
Rs. 1/-

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 Annual General Meeting.
2. A Proxy need not be a Member of the Company.
3. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.

Location Plan of Registered Office (Venue of AGM) of M/s. Blue Circle Services Limited



BLUE CIRCLE SERVICES LIMITED

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road,
Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE & CSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:	
PAN No.	:	
E-mail ID	:	
Telephone Nos. with STD Code	:	+91
Name and Signatures	:	1.
		2.
		3.

Thanking you,

For **BLUE CIRCLE SERVICES LIMITED**

S/d-

ANIL KUMAR PUROHIT

(DIN : 00082942)

Chairman & Managing Director

If undelivered, please return to
BLUE CIRCLE SERVICES LIMITED
Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza
New Link Road, Andheri (West), Mumbai 400053