

Annual Report 2015-16

Wisec Global Limited

Corporate Information

Board of Directors	DR. MANOJ KUMAR JAIN K.V.S. PRAKASH BRIG. T.P.S. CHOUDHARY (RETD.) RAKESH RAMPAL BHAWNA SHARMA	Chairman Alternate Director Director Whole Time Director Director
Company Secretary	Ms. Komal Kalra	
Auditors	SMS & ASSOCIATES 13/82, Vikram Vihar, Lajpat Nagar – IV New Delhi	
Bankers	Punjab National Bank HDFC Bank Bank of India	
Registered Office	NH-II, 2 nd Floor, C-Block, Community Centre Naraina Vihar, New Delhi – 110028	
Registrar and Share Transfer Agent	Alankit Assignment Limited 2E/21, Jhandewalan Extension New Delhi – 110055 Ph.: 011-42541234 Fax- 011-23552001	

WISEC GLOBAL LIMITED
NH-II, 2nd Floor, C- Block Community Centre, Naraina Vihar, New Delhi - 110028
CIN- L74140DL1991PLC046609
Tel: 011-25777193
e-mail: wisecglobal@yahoo.com

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of **Wisec Global Limited** will be held at 'In the Lawns of Chattar Singh Ji ka Yamuna Mata Mandir, Khasra No 32A, Near Pusta (DJB) Shank No.4, Moja Qullakpur, Near Palla Village, New Delhi-110036' on Thursday, 29th day of September, 2016 AT 09:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2016, and the Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.
2. To appoint a Director in place of Ms. Bhawna Sharma who retires by rotation and being eligible offers herself for reappointment.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification or amendments or re-enactments thereof for the time being in force), SMS & Associates, Chartered Accountants, New Delhi, be and are hereby re-appointed as the Statutory Auditors of the Company to examine and audit the accounts of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors"

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

New Delhi

Date: 22nd July, 2016

By order of the Board of Directors
Wisec Global Limited

Sd/-
Komal Kalra
Company Secretary

NOTES:

1. **NO SNACK BOXES/GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**
2. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
4. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
6. **Voting through electronic means**
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its member the facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by NSDL.
 - (b) That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - (c) That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for electronic voting are attached separately with the notice of Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2016 to Monday, 29th September, 2016 (Both days inclusive).
9. 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

10. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
12. The Members holding shares in physical form are also requested to notify any change in their addresses immediately to the Company's Share Registrar and Transfer Agents **M/s. Alankit Assignments Limited, 2E/21, Alankit House, Jhandewalan Extension, New Delhi - 110 055.**
13. Members / Proxy holders are requested to produce at the entrance of the Auditorium the enclosed admission slip duly completed and signed.
14. Non Resident Indian shareholders are required to inform M/s Alankit Assignments Limited immediately :
-The change in the residential status on return to India for permanent settlement.
15. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. Consequent upon the introduction of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the Registrar and Transfer Agents, M/s Alankit Assignments Limited.
17. The details pertaining to the Directors, proposed to be reappointed in terms of Listing agreement is annexed to this notice.
18. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

Annexure to the Notice

PURSUANT TO THE PROVISIONS OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT / REAPPOINTMENT OF A DIRECTOR IS AS FOLLOWS:

Directors name	Date of Birth	Qualifications	Nature of Expertise	Date of Appointment / Reappointment	Name of Other Companies in which He / She holds Directorships	Name of the committees of Companies in which he holds memberships/ Chairmanships	Shareholding in the company
Kolluru Surya Prakash Venkata	24/12/1953	Post Graduate	Finance & Accounts	07/07/2005	1. Sidharth Floritek Limited 2. Pigeon Construction Pvt Ltd	1. Sidharth Floritek Limited 2. Pigeon Construction Pvt Ltd 3. Human	10,02,000

					3. Human Biosciences India Limited 4. Meher Infosolutions Pvt Ltd.	Biosciences India Limited 4. Meher Infosolutions Pvt Ltd.	
Rakesh Rampal	14/05/1953	Post Graduate	Finance, Accounts and Law	01/01/1999	1. Jalpradeep Securities Limited 2. Promto E-ventures Pvt Ltd 3. Sewa leathers Pvt Ltd 4. Meher Infosolutions Pvt Ltd.	NA	NIL
Bhawna Sharma	13/12/1984	Graduate	HR	26/05/2014	NA	NA	NIL
Tejpal Singh Chowdhury	07/06/1944	Retired Brigadier	HR	21/06/2008	NA	NA	NIL

Note: Directorship includes Directorship of other Public Companies (whether listed or not) and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company.

Important Communication to Members

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

DIRECTORS' REPORT

Your Directors present the 23rd Annual Report and the Audited Accounts for the year ended March 31, 2016.

1. FINANCIAL RESULTS

	Year ended 31 st March, 2016 (Rs. '000)	Year ended 31 st March, 2015 (Rs. '000)
Net Sales	32158	54401
Profit Before Interest, Exchange (Gain)/ Loss on Loans, Depreciation, Amortization and Impairment, (Gain)/ Loss on sale of Investment, and Provisions	(2488)	(3441)
Interest	0	0
Depreciation, Amortization and Impairment	113	238
(Gain)/ Loss on sale of Investment	0	0
Provision on Bad & Doubtful debts	0	0
Profit/(Loss) before Tax	(2601)	(3679)
Fringe Benefit Tax	0	0
Deferred tax	0	0
Profit/(Loss) after Tax	(2601)	(3679)

2. DIVIDEND

In view of the carry forward losses, no dividend has been declared for the year.

3. OPERATIONS

The companies had lost its major client and business operations of the company have been affected adversely, hence revenue from current year is on the lower side as compared to the last year.

4. EXPORTS

There is no foreign earning and outgo during the year

5. R & D

Company is a non-manufacturing Company, Hence no R& D works being carried out in the company.

6. DETAILS OF SUBSIDIARY COMPANIES (FINANCIAL SUMMARY)

During the Period under review your company is not having any subsidiary.

7. CORPORATE GOVERNANCE

A Management Discussion and Analysis is annexed and form part of this report.

A separate report on Corporate Governance along with the Practicing Company Secretary certificate on compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges forms part of this report.

8. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure A**.

9. DIRECTORS

(a) Chairman

Mr. Manoj Jain.

(b) Reappointment

Smt. Bhawna Sharma, Independent Director, retire by rotation and being eligible offer herself for reappointment at the ensuing Annual General Meeting.

(c) Resignation and Cessation

There is no resignation or cessation of Directors during the financial year under scrutiny

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the listing Agreement with the Stock Exchanges.

10. KEY MANAGERIAL PERSONNEL'S

With the coming into effect of the Companies Act, 2013 the acting Chief Executive Officer Shri. Rakesh Rampal, Whole Time Director and Shri. KVS Prakash, Director of the Company were re-designated as the Key Managerial Personnel's of the company. Ms. Komal Kalra is the Company Secretary of the Company.

11. BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance and the performance of the Directors individually. This evaluation was done after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The Board of Directors expressed their satisfaction with the evaluation process.

12. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year four (4) Board Meetings and four (4) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

14. DEPOSITS

During the year under review, the Company did not accept any deposits but it rather refunded Rs. 13.20 Lacs to the deposit holders. The deposits aggregating Rs. 5.81 Lacs were over due on 31.03.2016, mostly comprising the depositors who are not covered, under CLB Directions / Order of Consumer and Other Courts. Legal claims made against the Company in terms of various directions by the Honourable Company Law Board (CLB) from time to time and the orders of Consumer Courts and other Courts have been complied. The claims of remaining depositors are also being gradually honoured as and when the demand is raised by the said depositors on the Company. The Company has not accepted deposit from the public within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014

The Directors are making vigorous efforts including realization of old business assets and internal accruals to pay back the deposits and whosoever approaches the company is being immediately settled. The Directors proposes to take appropriate steps for repayment to the each deposit.

15. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy that forms part of the HR Policy of the Company to deal with instances of fraud and mismanagement, if any.

16. REMUNERATION POLICY

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors formulated the Remuneration Policy of your Company on the recommendations of the HR, Nomination and Remuneration Committee. The salient aspects of the Remuneration Policy, including appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

17. RELATED PARTY TRANSACTIONS

Company has not entered into any related party transaction during the financial year under scrutiny.

18. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Being a Company with losses or minimal profit, your company is not required to follow provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

19. RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a "Risk and Operations Management Committee."

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This policy seeks to create transparency, minimize adverse impact on the Business objectives and enhance the Company's competitive advantage.

MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication between the Directors' Report and the Management Discussion and Analysis, we present below a composite summary of performance of the various businesses and functions of the Company.

20. OPERATIONAL UPDATE

The business operations of the Company have grown in the normal course. The Company is focusing on IT enabled services, the contracts are under approval as the rates negotiation is going on.

21. OUTLOOK ON THREATS, RISK AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the management council is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

22. INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal control environment of the Company is well established, maintained and its effectiveness is assessed regularly. These measures are in the form of procedures/processes set by the management covering all critical and important areas.

The Company has a well-defined organisation structure, authority levels, internal rules and guidelines for conducting business transactions. The management review the actual performance of the business of the Company on regular basis.

The Audit Committee met four times during the year. It reviews the status of implementation of recommendations given by internal auditors and the results of self - assessment of internal controls. It also reviewed the quarterly results, secretarial and tax compliances.

23. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

- (i) In the preparation of the annual accounts, applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates are made so as to give a true and fair view of the state of affairs of the Company as of 31st March, 2016 and of the profits of the Company for the year ended on that date.
- (iii) Proper and sufficient care has been taken 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;
- (iv) The annual accounts of the Company have been prepared on a going concern basis.
- (v) Proper Internal Financial Controls were in place and that the Financial Controls were adequate and were operating effectively.
- (vi) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

24. AUDITORS

Statutory Audit:

M/s. SMS & Associates, Chartered Accountants, auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The requisite certificate u/s 224(1B) of the Companies Act, 1956, has been received from them. The Board recommends their re-appointment. Observations made in the Auditors' Report are self- explanatory and therefore do not call for any further explanation.

Secretarial Audit:

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Managerial Personnel) Rules, 2014, the Company has appointed "M/s Ujjwal Sharma & CO, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company.

The Report of the Secretarial Audit is annexed herewith as "**Annexure B.**"

25. AUDITORS' REMARKS

The Auditors' remarks on the annual accounts are selfexplanatory and do not require further comments from the Company

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

27. CHANGE IN NATURE OF BUSINESS, IF ANY

No change in the nature of the business of the Company done during the year.

28. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments which have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report that may affect the financial position of the Company.

29. STATUTORY STATEMENTS

As per the requirements of the Companies Act, 2013, the following information is given in separate statements annexed hereto, which form part of this report:

- a. Extract of Annual Return pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014. **Annexure A.**
- b. Secretarial Audit Report (Form MR 3). **Annexure B**

30. PREVENTION OF SEXUAL HARRASMENT

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

31. STATUTORY INFORMATION

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1), 5(2) & 5(3) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2016 is given in a separate Annexure to this Report.

The above Annexure is not being sent along with this Report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by members at the Registered Office of the Company 21 days before the Annual General Meeting and upto the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees covered under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is neither a relative of any Director of the Company and holds (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

32. RESERVES

The Company did not transfer any amount to the General Reserves.

33. APPRECIATION

Your Directors wish to place on record their appreciation of continued support extended by the dealers, distributors, suppliers, investors, bankers, financial institutions. Your Directors also express their appreciation for the committed services by the employees of the Company.

On behalf of the Board

Rakesh Rampal

Whole Time Director

Place: New Delhi

Date: 22/07/2016

Annexure B

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March ,2015

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L74140DL1991PLC046609
Registration Date	03/12/1991
Name of the Company	Wisec Global Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered office and contact details	2nd Floor NH-II, C- Block, Naraiana Vihar, New Delhi, Delhi-110028
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, 2E/21, Jhandewalan Extn. New Delhi- 11005 Ph: 011- 42541953

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Human Resource for Custom House	9983	100

III. PARTICULARS OF SUBSIDIARY COMPANIES -

NA

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

i) Category-wise Share Holding

Category of Shareholder	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									
Individuals/ Hindu	0	10	10	0	0	10	10	0	0

Government(s)									
Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
Insurance Companies	0	0	0	0	0	0	0	0	0
Foreign Institutional Investors	00	0	0	0	0	0	0	0	0.00
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0.00
Any Other (specify)	0	0	0	0	00	0	0	0	0.00
Sub-Total (B)(1)	0	0	0	0	0	00	0	0	0
2) Non-institutions									
Bodies Corporate	2073447	1971100	4044547	34.71	2053695	1971100	4024795	34.55	(.16)
Individuals									
i. Individual shareholders holding nominal share capital up to Rs 2 lakh	630432	496437	1126869	9.67	865416	509027	1374443	11.79	2.12
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	2053284	13800	2067084	17.74	1830471	0	1830471	15.70	(2.04)
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
NBFC registered with RBI	0	0	0	0	8083	0	8083	0.07	.07
Non Resident Indian	1000	235600	236600	2.03	1698	235600	237298	2.04	.01
OCB	0	125000	125000	1.07	0	125000	125000	1.07	0.00
Sub-Total (B)(2)	4759363	2840727	7600100	65.22	4759363	2840727	7600100	65.22	00

Total Public Shareholding (B)= (B)(1)+(B)(2)	4759363	2840727	7600100	65.22	4759363	2840727	7600100	65.22	0
TOTAL (A)+(B)	4759363	6890737	11650100	100	4759363	6890737	11650100	100	0.00
C. Shares held by Custodians and against which Depository Receipts have been issued									
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
Sub-Total (C)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
GRAND TOTAL (A)+(B)+(C)	4759363	6890737	11650100	100	4759363	6890737	11650100	100	0.00

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total Shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total Shares	
1	Manoj Jain	4050000	34.76	0	4050000	34.76	00	0
2.	BB Nagpal	10	0	0	10	0	0	0

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Changes during the year.			

Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc):	No Changes during the year.
At the End of the year	No Changes during the year.

(iv) Shareholding Pattern of top Five Shareholders:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AGGREGATE FIN & INVESTMENTS PVT LTD	114900	1.06	114900	1.06
2	ARYAVART OVERSEAS PRIVATE LIMITED	114069	1.06	114069	1.06
3	FALCON JERSEY PVT. LTD	746261	6.91	746261	6.91
4	PIGEON CONSTRUCTIONS PVT LTD	1000000	9.26	1000000	9.26
5	BRIJ BHUSHAN NAGPAL	116853	1.08	116853	1.08
6	RISHI PRAKASH	112529	1.04	112529	1.04
7	SURYAPRAKASH VENKATA KOLLURU	1002000	9.28	1002000	9.28
8	URMIL MITTAL	132400	1.23	132400	1.23
9	MUGDHA N GADGIL	226500	2.10	226500	2.10
10	WESTERN PAQUES (INDIA) LIMITED	1150000	10.65	1150000	10.65

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each of the Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Increase/ (decrease)	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	SURYAPRAKASH VENKATA KOLLURU							

	At the beginning of the year	1002000	9.28				102000	9.28
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-		-	-	-		
	At the End of the year	1002000	9.28	-	-	-	1002000	9.28
2	Rakesh Rampal							
	At the beginning of the year	0	0				0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0						
	At the End of the year							
3	Brig Tejpal Singh Chowdhury							
	At the beginning of the year	0	0.00					0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	0	-
	At the End of the year	0	0.00	-	-	-		0.00

	At the End of the year							
4	Bhawna Sharma							
	At the beginning of the year	0	0	0				0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-			-	-	0	
	At the End of the year	0			-	-		
5	Komal Kalra (CS)							
	At the beginning of the year	0	0.00				0	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-	-
	At the End of the year	0	0.00	-	-	-	0	0.00

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (In Lacs):

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		WTD	
		Rakesh Rampal	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.9	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	.49	

	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock Option	Nil	-	-
3.	Sweat Equity	NIL	-	-
4.	Commission - as % of profit - Others, specify...			
5.	Others, please specify	1.52		
	Total (A)	11.90		

B. Remuneration to other directors: NIL

- **Total Managerial Remuneration to Managing Director. Whole Time Director and other Directors. (being the total A and B)**

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

- **Figures have been rounded off.**

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

Secretarial Audit Report

(For the period 01st April, 2015 to 31st March, 2016)

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

To,
The Board of Directors
Wisec Global Limited,
NH-II, 2nd Floor, C- Block Community Centre,
Naraina Vihar, New Delhi - 110028

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wisec Global Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Wisec Global Limited ("**The Company**") for the period ended on 31st March, 2016 according to the provisions of:
 - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited; and
 - h. The Memorandum and Articles of Association.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited,

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

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

- a) maintenance of various statutory registers and documents and making necessary entries therein;
- b) closure of the Register of Members.
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) the 22nd Annual General Meeting held on 30th September, 2015;
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k) payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- l) appointment and remuneration of Auditors;
- m) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- n) declaration and payment of dividends;
- o) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- p) borrowings and registration, modification and satisfaction of charges wherever applicable;
- q) investment of the Company's funds including investments and loans to others;
- r) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s) Directors' report;
- t) contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

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

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

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

_ The Company has obtained all necessary approvals under the various provisions of the Act; and

_ There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

_ The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;

b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place : Delhi

Date : 22nd July, 2016

For **Ujjwal Sharma & CO,**
Company Secretaries

Sd/-
Ujjwal Sharma
COP: 9212,
Membership Number: 8025

REPORT ON CORPORATE GOVERNANCE

We at Wisec Global Limited are committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholders' value. Corporate Governance is a combination of voluntary practices and compliances of laws and regulations leading to effective control and management of the Organization and its valuable resources through effective and transparent business conduct, integrating communication, integrity and accountability towards its stakeholders. The Company is committed to pursue growth by adhering to the highest national and international standards of Corporate Governance. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

Given below is a brief report on the practices followed by Wisec Global Limited towards achievement of good Corporate Governance.

A. Composition of Board

The present Board of Director comprises of 4 Directors inclusive of 1 Alternate Director. It includes Chairman Non Executive, One Whole Time Director and two non-executive independent Directors. The non-executive independent Directors are eminent professionals with experience in business and industry, finance and public enterprises. The senior management makes periodic presentations to the board on their responsibilities, performance and targets.

Composition of the Board of Directors as on 31st March, 2016

Name of the Directors	Designation	Executive / Non Executive/ Independent	No. of other directorship in Public Limited Companies	No. of other Board Committee of which Member / Chairman
Mr. Rakesh Rampal	Whole Time Director	Executive	NIL	Audit
Mr. KVS Prakash	Director	Independent cum Non Executive	NIL	Audit
Brig Tejpal Singh Choudhury	Director	Independent cum Non Executive	NIL	Audit
Mr. Manoj Kumar Jain	Chairman	Non- Executive	NIL	Na
Ms. Bhawna Sharma	Director	Independent cum Non Executive Director	Nil	NA

As stipulated under clause 49 of the Listing Agreement, none of the Directors is a member of more than 10 Board Level Committees of Public Companies in which they are Directors or is Chairman of more than five such committees.

Executive and Independent Directors

The Company maintains an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. All Non-Executive Independent Directors bring a wide range of expertise and experience to the Board. The Board believes that the current size of the Board is appropriate based on the Company's present requirements. The current Board has five independent directors and one executive director.

B. Board Meetings

Scheduling and Selection of Agenda Items for Board Meetings

Normally, Board Meetings are scheduled at least 15 days in advance. Most of them are held at the Registered Office of the Company. The Whole Time Director and the Company Secretary draft the Agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board members. Every Board member is free to suggest the inclusion of items on the agenda. Normally, the Board meets once a quarter to review the quarterly unaudited results and other items on the agenda. The Board also meets on the occasion of the Annual General Meeting of the members of the Company. If necessary, additional meetings are held. Independent Directors are normally expected to attend at least four Board Meetings in a year.

Meetings held during the year:

During the financial year 2015-16, Four Board Meetings were held and the gap between two meetings did not exceed four months. The date on which the meetings were held is 08/05/2015, 11/08/2015, 13/11/2015 and 09/02/2016.

Availability of Information to the members of the Board

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At the Meetings of the Board, it welcomes the presence of managers who can provide additional insights into the items being discussed.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:

- | | | | |
|-----|--------------------------------|---|--|
| (a) | In case of Whole Time Director | - | Remuneration as per the terms of appointment and reimbursement of expenses actually incurred. |
| (b) | In case on Non-Executive | - | Payment of Sitting Fees Independent Directors Rs. 2,500/- for each Board Meeting attended by the Director. |

C. DETAILS OF DIRECTORS BEING APPOINTED

No new Director was appointed during the financial year.

D. REMUNERATION OF DIRECTORS

The remuneration to Executive / Whole Time Directors is determined by the Board of Directors (as there is no remuneration committee) and approved by the Shareholders. No remuneration is paid to the Non - Executive Directors except the sitting fee of Rs.

2,500/- for each meeting they attended. The remuneration paid to each Director during the period from 1st April 2015 to 31st March 2016 is as under:

Name of Director	Salary	Sitting Fee	Total Remuneration
Mr. Rakesh Rampal	Rs. 11.90	0	Rs. 11.90 Lacs
Mr. KVS Prakash	Nil	Rs. 2500	Rs. 10000
Brig. Tejpal Singh Chowdhury	Nil	2500	Rs. 2500
Bhawna Sharma	Nil	2500	Rs.10000

E. COMMITTEE OF THE BOARD

1. Audit Committee

The Audit Committee has been constituted as per the provisions of Companies Act, 2013 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of reference include -

- a. Overseeing financial reporting processes.
- b. Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- c. Approving internal audit plans and reviewing efficacy of the function.
- d. Discussion and review of periodic audit reports.
- e. Discussions with external auditors about the scope of audit including the observations of the auditors.
- f. Recommend to the Board appointment of the statutory auditors and fixation of audit fees.
- g. Reviewing with the management, the statement of uses / application of funds raised through an issue (public, rights, preferential issue of securities etc.)
- h. Reviewing with the management the performance of statutory and internal auditors.

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board.

Audit Committee comprises two independent Directors:

- i) Mr. Rakesh Rampal
- ii) Mr. K. V. S. Prakash
- iii) Brig. Tejpal Singh Choudhury (I)

Audit Committee meetings were held on 08/05/2015, 11/08/2015, 13/11/2015 and 09/02/2016.

Members of the Audit Committee have requisite financial and management expertise and have held or hold senior positions in reputed organizations.

The Statutory Auditors, Internal Auditor and the Chief Financial Officer of the Company are invited to attend and participate at meetings of the Committee.

The Company Secretary acts as the Secretary to the Committee.

2. Stake holder Grievance Committee

The Stake holder Grievance Committee comprises of three Directors, viz. Shri. KVS Prakash, Brig Tejpal Singh Chowdhury and Shri Rakesh Rampal as members. The Board has also appointed the Company Secretary of the Company as the compliance officer of the Committee.

During the year 2015-16, complaints were received from the shareholders / investors and those were resolved to the satisfaction of the complainants.

The shareholders' complaints are being disposed off within one month. Further no securities were pending for transfer or for dematerialize.

3. Remuneration Committee

WISEC does not have a formal remuneration committee. However, all decisions regarding the remuneration of Whole Time Director is taken by the Board of Directors subject to approval from Shareholders at General Meeting and Central Government, wherever required as per the provisions of Companies Act, 1956. Non-Executive Directors are being paid sitting fee each meeting the have attended.

4. Share Transfer Committee

Since the Company's shares are compulsory traded in the demat segment on the Stock Exchanges, bulk of the transfers take place in the electronic form.

For expediting physical transfers, the Company has appointed a common agency; M/s Alankit Assignments Ltd. for demat as well as physical transfers. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are affected well within the statutory period of one month. The Board has designated the Company Secretary as the Compliance Officer.

Quorum for the Meetings

The quorum is either two members or one-third of the members of the Committees, whichever is higher.

F. Management Information Systems

As a matter of transparency and good governance, key operational and financial data, and also other relevant information is furnished to the Directors in every meeting of the Board.

G. Disclosures

There was no material/significant transaction with the directors or the management and their relatives etc. that have any potential conflict with interest of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties were imposed by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other Statutory Authority during the last year.

H. Means of Communication

The Company communicates with the shareholders at large through its Annual Reports, Publication of financial results in newspapers and by filing of various reports and returns with the Statutory Bodies like Stock Exchange and Registrar of Companies. The quarterly financial results are published in Hindi and English daily newspapers.

I. Auditor's certification on Corporate Governance Report.

The Company has obtained a Certificate from its Auditors regarding compliance of conditions of Corporate Governance as stipulated in the Listing Agreements with Stock Exchanges. The said Corporate Governance Certificate is annexed to this report.

The above report has been placed before the Board at its meeting held on 22/07/2016 the same has been duly approved.

J. Investor Information

1) Annual General Meeting:

Date	:	29 th , September, 2016
Time	:	09:00 A.M.
Venue	:	IN THE LAWNS OF CHATTAR SINGH JI KA YAMUNA MATA MANDIR, KHASRA NO. 32A, NEAR PUSTA (DJB) SHANK NO. 4, MOJA QULLAK PUR, NEAR PALLA VILLAGE, NEW DELHI - 110036
Book Closure	:	23/09/2016 (Friday) to 29/09/2016 (Thursday) both days inclusive

2) Registrar & Share Transfer Agent	:	M/s Alankit Assignment Limited 2E/21, Jhandewalan Extension, New Delhi-110055
3) Listing on Stock Exchanges	:	Bombay Stock Exchange Ltd

4) Compliance Officer	:	Ms. Komal Kalra
5) ISIN Number	:	ISIN-INE638C01015`
6) BSE Scrip Code	:	511642
7) Monthly Closing, Highs and Lows of share for the period April 1, 2015 to March 31, 2016 BSE.		

Period	BSE High	BSE Low	Close Price
April 2015	7.57	7.57	7.57
May 2015	7.81	6.35	6.35
June 2015	6.04	5.74	5.74
July 2015	6.31	5.46	6.31
August 2015	8.35	6.62	6.84
September 2015	6.50	6.18	6.18
October 2015	6.30	5.29	6.30
November 2015	7.26	6.56	6.81
December 2015	8.16	6.15	8.16
January 2016	9.48	7.38	8.52
February 2016	10.24	8.10	10.24
March 2016	10.75	9.73	9.73

8) Simultaneous dematerialization of shares sent for transfer:

The Company provides facility of simultaneous transfer and dematerialization of equity shares. Upon receipt of the share certificate(s) for transfer or splitting and upon completion of the process thereof, the investor(s) is/are intimated about the option of dematerialization of shares. The Investor may send his/her DEMAT request within a period of 15 days from the date of option letter received, failing which the share certificate(s) is/are dispatched to the investor(s). The investor(s) who wish to exercise the option to DEMAT are

required to submit Dematerialization Request Form (DRF) duly filled up along with the original option letter to the Depository Participant (DP).

9) Nomination facility:

The Company offers facility of nomination. The facility is made available, folio-wise and for the entire shares registered under the folio. The members holding shares in dematerialised form may contact and consult their respective Depository Participant (DP), for availing the nomination facility.

10) Date, Venue and Time for the last three Annual General Meetings:

Date	Time	Venue
30.09.2015	09.00 A.M.	In the lawns of Chattar Singh Ji Ka Yamna Mata Mandir, Khasra No. 32A, Near Pusta (DJB) Shank No.4, Moja Qullak Pur. Near Palla Village New Delhi-110036.
29.09.2014	09.00 A.M.	In the lawns of Chattar Singh Ji Ka Yamna Mata Mandir, Khasra No. 32A, Near Pusta (DJB) Shank No.4, Moja Qullak Pur. Near Palla Village New Delhi-110036.
28.09.2013	09.00 A.M.	In the lawns of Chattar Singh Ji Ka Yamna Mata Mandir, Khasra No. 32A, Near Pusta (DJB) Shank No.4, Moja Qullak Pur. Near Palla Village New Delhi-110036.

11) Investor Correspondence:

The shareholders may address their communication either to the Registrar and Transfer Agent at their address mentioned above or to the Compliance Officer of the Company at Registered Office of the Company situated at 2E/21, Jhandewalan Extension, New Delhi-110055,

12) Auditors' Certificate on Corporate Governance

As required under clause 49 of the Listing Agreement, the Auditors' Certificate on compliance of the Corporate Governance norms is attached.

13) Declaration as required under Clause 49 of Listing Agreement of Stock Exchanges

<p>Declaration</p> <p>I hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the respective code of conduct, for the year ended March 31, 2016.</p> <p style="text-align: right;">Sd/- Rakesh Rampal Whole Time Director</p> <p>Place: New Delhi Dated: 22/07/2016</p>

Whole Time Director Certification

To the Board of Directors of Wisec Global Ltd.

I, Rakesh Rampal, Whole Time Director, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2016 and that to the best of my knowledge and belief :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of my 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) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and i have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee that -
 - (i) there has not been any significant changes in internal control over financial reporting during the year under reference;
 - (ii) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) there has not been any instances during the year of significant fraud of which i had 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.

Date: 22/07/2016
Place: New Delhi

Sd/-
Rakesh Rampal
Whole Time Director

CERTIFICATE FROM THE COMPANY SECRETARY

I, Komal Kalra, Company Secretary of Wisec Global Limited (“i.e. company”) confirm that the company has:

- (i) Maintained all the statutory registers required under the Companies Act, 2013 (“the Act”) and the Rules made there under.
- (ii) Filed all the forms and returns and furnished all the necessary particulars to the Registrar of Companies and/or Authorities as required by the Companies Act, 2013.
- (iii) Issued all notices required to be given for convening of Board Meeting and General Meeting, within the time limit prescribed by law.
- (iv) Conducted the Board Meetings and Annual General Meeting as per the Act.
- (v) Complied with all the requirements relating to the minutes of the proceedings of the meetings of the Directors and the Shareholders.
- (vi) Made due disclosure required under the Act including those required in pursuance of the disclosure made by the Directors.
- (vii) Obtained all necessary approvals of Directors, Shareholders, Central Government and other Authorities as per the requirements.
- (viii) Paid dividend amounts to the Shareholders and unpaid dividend amounts, if applicable, have been transferred to the Investor Education and Protection Fund within the limit prescribed.
- (ix) Complied with all the requirements of the Listing Agreement entered into with the Stock Exchange(s) in India.
- (x) The company has also complied with other statutory requirements under the Companies Act, 2013 and other related statutes in force.

The certificate is given by the undersigned according to the best of her knowledge and belief, knowing fully well that on the faith and strength of what is stated above; full reliance will be placed on it by the Shareholders of the Company.

New Delhi
July, 22nd 2016

Sd/-
Komal Kalra
Company Secretary

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To The Members of
Wisec Global Limited

We have examined the compliance of Corporate Governance by M/s Wisec Global Limited for the year ended March 31, 2016 as stipulated in clause 49 of the listing agreement of said company with the stock exchange in India.

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

In our opinion and to the best of our information and explanation give to us we certified that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievance received during the year ended March 31st, 2016 as per the records maintained by the Company and presented to Investor / Shareholders Grievance Committee.

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

For **SMS & Associates**
Chartered Accountant

Place: New Delhi
Date: 22/07/2016

Sd/-
Shukdev Sadhoo
(Partner)

**Independent Auditor's Report
To the Members of Wisec Global Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Wisec Global Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as applicable. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the order under section 143(11) of the Act.

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

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

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

Opinion

subject to our comment in para (f), (g) & (h) below, in our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016; and
- (b) In the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date.
- (c) In case of the Cash Flow Statement of the cash flows of the company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

- a) *subject to our comment in para (i), (j), (k) & (l) below*, 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) *subject to our comment in para (i), (j), (k) & (l) below*, In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) *subject to our comment in para (i), (j), (k) & (l) below*, 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, as applicable.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position

- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- h) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the order.
- i) *As explained in clause 1H of the financial statements, the company is having a technical know how in the books of accounts which is being shown as Intangible asset. During the year under Audit, the company had not amortized the value of technical know how in the statement of profit & loss account, like other intangible asset. Further the management had not made available any record/documentary evidence for its life so as to determine the value of amortization to be done on year to year basis. As a result we are unable to comment on the accuracy of the valuation being done for intangible asset as at the year end and its resultant impact on the profit/loss for the year, reserve & surplus and the related disclosures forming part of the financial statements.*
- j) *As explained in clause 1I of the financial statements, the company is having a technical know how in the books of accounts which is being shown as Intangible asset. During the year under Audit, the company had not provided for such impairment losses, if any, relating to Intangible asset (Technology Know How). As a result we are unable to comment on the accuracy of the valuation being done for intangible asset as at the year end and its resultant impact on the profit/loss for the year, reserve & surplus and the related disclosures forming part of the financial statements.*
- k) *As explained in clause 1J of the financial statements, the monetary assets and liabilities denominated in foreign currency are not translated at the yearend rates and the resultant gain/losses on foreign exchange translations are not recognized in the Statement of Profit and Loss. As a result we are unable to comment on the accuracy of the valuation being done for the monetary asset and liabilities denominated in foreign currency as at the year end and its resultant impact on the profit/loss for the year, reserve & surplus and the related disclosures forming part of the financial statements.*
- l) *As explained clause 1K of the financial statements, the charge in the profit & loss account for gratuity and leave encashment is not based on the actuarial valuation by an independent actuary. The calculation of the same has been done by the management at their own. As a result we are unable to comment on the accuracy of the valuation being done for the gratuity and leave encashments (including all employee benefits) as at the year end and its resultant impact on the profit/loss for the year, reserve & surplus and the related disclosures forming part of the financial statements.*

SMS & Associates
Chartered Accountants
Firm Registration No: 018687N

Place: **New Delhi**
Date: **22/07/2016**

Sd/-
Shukdev Sahoo
Membership No: **084188**

ANNEXURE B TO THE AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of fixed assets;
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.
 - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no discrepancies were noticed on such verification.
 - c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under clause (i)(c) of the CARO 2016 is not applicable.
- ii. The Company does not have any inventory and hence reporting under clause (ii) of the CARO 2016 is not applicable.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. The Company has not granted any loans, made investments or provide guarantees under Section 185 and Section 186 of the Companies Act, 2013 and hence reporting under clause (iv) of the CARO 2016 is not applicable.
- v. The company has a due and outstanding of Rs. 59.77 Lacs as on 31st March 2016 towards public deposit with the meaning of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended. All the directives issued by the Reserve Bank of India and the provisions of Companies Act 2013 are duly complied with.
- vi. Having regard to the nature of the Company's business/activities, reporting under clause (vi) for the cost records of the CARO 2016 is not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues;
 - a) The Company has generally been regular in depositing undisputed statutory dues, including Income-tax, Service tax and Provident Fund and Employee State Insurance and other material statutory dues applicable to it with the appropriate authorities. We are informed that the provisions of Sales Tax, Custom Duty, Excise, Value Added Tax and Cess are not applicable to the Company.
 - b) There were no undisputed amounts payable in respect of Income-tax, Service tax and other material statutory dues in arrears as at March 31,

2016 for a period of more than six months from the date they became payable.

- c) There are no dues of Income-tax and Service tax which have not been deposited as on March 31, 2016 on account of disputes.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debenture during the year. Hence reporting under clause (viii) of the CARO 2016 is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration as per provisions of Section 197 and Schedule V of Companies Act 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the CARO 2016 is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- xvi. The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For **SMS & ASSOCIATES**
Chartered Accountants
Firm Reg No. **018687N**

Sd/-
(Shukdev Sadhoo)
Partner
M No. **084188**

Place: **New Delhi**
Date: 22/07/2016

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report & Legal Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Wisec Global Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My / Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, *subject to material weaknesses as per our comments in points (i), (j), (k), (l) of the Independent Auditor's report of even date*, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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.

SMS & Associates
Chartered Accountants
Firm Registration No: 018687N

Place: **New Delhi**
Date: **22/07/2016**

Sd/-
Shukdev Sadhoo
Membership No: **084188**

BALANCE SHEET AS AT: MARCH 31, 2016

PARTICULARS	Note Number	Figures for the Current Period 2016 (Rs.'000)	Figures for the Previous Period 2015 (Rs.'000)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	116,501	116,501
(b) Reserves and Surplus	2.3	(71,576)	(68,975)
(c) Money Received Against Share Warrants		-	-
		44,925	47,526
(2) Share application money pending allotment	2.2	-	-
		-	-
(3) Non - Current Liabilities			
(a) Long-term borrowings	2.4	5,977	7,568
(b) Deferred tax Liability		-	-
(c) Other Long - term Liabilities		-	-
(d) Long Term Provision		-	-
		5,977	7,568
(4) Current Laibilites			
(a) Short Term Borrowings		-	-
(a) Trade Payables	2.5	1,048	2,354
(b) Other Current Liabilities	2.6	3,545	3,059
(c) Short-term Provisions	2.7	3,483	3,282
		8,075	8,695
TOTAL		58,977	63,789
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets	2.8		
(i) Tangible Assets		149	262
(ii) Intangible Assets		32,339	32,339
(b) Non Current Investments	2.9	1,458	1,453
(c) Deferred Tax Assets (Net)	2.10	833	833
(d) Long-Term Loans and Advances		-	-
		34,780	34,887
(2) Current Assets			
(a) Current Investment			
(b) Inventories			-
(c) Trade Receivables	2.11	3,207	6,626
(d) Cash and Bank Balances	2.12	588	2,906
(e) Short Term Loans and Advances	2.13	20,228	19,316
(f) Other Current Assets	2.12	174	53
		24,197	28,901
TOTAL		58,977	63,789

Significant Accounting Policies and Notes to Accounts 1 & 2

The Schedules referred to above form an integral part of the financial statements

As per our report of even date attached

For **SMS & Associates**
Chartered Accountants

For and on behalf of the Board of **Wisec Global Limited**

Sd/-
Shukdev Sadhoo
(Partner)
Membership No; **084188**
Firm Regn. No; **018687N**

Sd/-
Rakesh Rampal
Whole Time Director
Din: 01537696

Sd/-
KVS Prakash
Director
Din: 01013474

Place: **New Delhi**

Sd/-
Komal Kalra
Company Secretary
PAN: **BDJPK8699A**

Date: **31/05/2016**

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31st March, 2016

	Particulars	Note Reference Number	Figure for the current reporting Period 2016	Figures for the previous reporting Period 2015
I.	Revenue from Operations	2.15	32,158	54,401
II.	Other Income	2.16	1,451	584
III.	Total Revenue (I + II)		33,608	54,985
IV.	Expenses :			
	Cost of Material Consumed			
	Employee Benefit Expenses	2.17	4,020	5,272
	Depreciation & Amortisation Expenses	2.8	113	238
	Other Expenses	2.18	32,076	53,154
	Provision for doubtful debts	2.19	-	-
	Total Expenses		36,209	58,664
V.	Profit before tax (III-IV)		(2,601)	(3,679)
VI.	Tax expense:	2.20		
	(1) Current tax		-	-
	(2) Defered tax		-	-
VII.	Profit/(Loss) for the period from Continuing Operations (V-VI)		(2,601)	(3,679)
VIII.	Earnings Per Equity Share:	2.21		
	(1) Basic		(0)	(0)
	(2) Diluted		(0)	(0)

Significant Accounting Policies and Notes to Accounts

1 & 2

The Schedules referred to above form an integral part of the financial statements

As per our report of even date attached

For **SMS & Associates**
Chartered Accountants

For and on behalf of the Board of **Wisec Global Limited**

Shukdev Sathoo
(Partner)
Membership No; **084188**
Firm Regn. No; **018687N**

Sd/-
Rakesh Rampal
Whole Time Director
Din: **01537696**

Sd/-
KVS Prakash
Director
Din: **01013474**

Place: New Delhi
Date: 31/05/2016

sd/-
Komal Kalra
Company Secretary
PAN: **BDJPK8699A**

NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016

Figures of previous year have been regrouped / rearranged wherever considered necessary to make them comparable.

2.1 Share Capital

Particulars	2016	2015
a. Authorised Share Capital		
250,00,000 Equity Shares Rs. 10/- each (Previous year 250,00,000)	250,000	250,000
Equity Shares of Rs. 10/- each with voting rights or differential rights as to dividend voting or otherwise in accordance with such rules and subject to such conditions as may be prescribed and as the Directors may determine before each issue of such		
5000000 7% Cumulative Convertible Preference Share of Rs. 30/- each	150,000	150,000
1000000 10% Redeemable cumulative Convertible Pref. Shares of Rs. 100/- each	100,000	100,000
Authorised Share capital	500,000	500,000
b. Issued,Subscribed and Paid up Share Capital		
11650100 (Previous year 11650100) Equity shares of Rs. 10/- each fully paid up	116501	116501
	116,501	116,501

c. Reconciliation of number of shares outstanding at the beginning and at the end of reporting period

Equity Share Capital	2016		2015	
	No. of Equity Share Held	Amount	No. of Equity Share Held	Amount
Number of Shares at the beginning of the year	11,650,100	116,501	11,650,100	116,501
Add:	-	-	-	-
Less:	-	-	-	-
Number of Equity Shares at the end of the year	11,650,100	116,501	11,650,100	116,501

d. Terms/Rights attached to Equity Shares

The company has only one class of equity shares having the par value of Rs. 10/- each. Each holders of equity share is entitled to one vote per share.

e. Shares held by Associate Company

Out of Equity shares issued by the company, shares held by its Associates are as follows:

	2016		2015	
Pigeon Construction Pvt. Ltd.	1,000,000	8.58%	1,000,000	8.58%

f. List of the Shareholders Holding more than 5% of Equity Shares

Name of the Shareholder	2016		2015	
	No. of Equity Shares Held	Percentage of Holding(%)	No. of Equity Shares Held	Percentage of Holding(%)
Manoj Kumar Jain (Promoter)	3,200,000	27.47%	3,200,000	27.47%
Surya Prakash	1,002,000	8.60%	1,002,000	8.60%
Falcon Jersey Pvt. Ltd.	746,261	6.41%	746,261	6.41%
Pigeon Construction Pvt. Ltd.	1,000,000	8.58%	1,000,000	8.58%
Western Paques (India) Limited	1,150,000	9.87%	1,150,000	9.87%

g. Aggregate number of bonus shares issued, Shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

The company has neither issued any bonus share nor any share for consideration other than cash in the immediately preceding last five years.

NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016

2.2 Share Application money Pending Allotment

Particulars	2016	2015
Share Pending Allotment	-	-
	-	-

2.3 Reserves And Surplus

Particulars	2016	2015
Capital Reserve		
Balance as per the Last Financial Statements	9,150	9,150
Add: Additions during the year	-	-
A	9,150	9,150
Capital Redemption Reserve	-	-
Securities Premium Reserve		
Balance as per the Last Financial Statements	164,094	164,094
Add: Additions during the year	-	-
B	164,094	164,094
General Reserve		
Balance as per the Last Financial Statements	(242,220)	(238,495)
Less; Adjustment of Depreciation - Usefull life	-	(45)
Less; Income Tax Provisions of last years	-	-
Add: Amount Transferred from Surplus balance in the Statement of Profit and Loss	(2,601)	(3,679)
C	(244,820)	(242,220)
Surplus in the Statement of Profit and Loss		
Balance as per the last Financial Statements	-	-
Add: Net profit for the year	(2,601)	(3,679)
Add: Profit from Amalgamation	-	-
Appropriations:		
Interim Dividend	-	-
Corporate Dividend Tax	-	-
Transferred to General Reserve	(2,601)	(3,679)
Net Surplus in the Statement of Profit and Loss Account		
Total Reserves and Surplus (Amount Taken to Balance Sheet)	(A+B+C)	(71,576)
		(68,975)

2.4 Long Term borrowings

Particulars	2016	2015
(a) unsecured Loan from public deposits	581	1,901
(b) privately placed bonds	5,395	5,667
	5,977	7,568

2.5 Trade Payable

Particulars	2016	2015
(a) Sundry Creditors	1,048	2,354
	1,048	2,354

WISEC GLOBAL LIMITED

NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016

2.6 Other Current liabilities

Particulars	2016	2015
<u>Other Current liabilities</u>		
Other	3,545	3,059
Technical Know how Fee Payable	-	-
	3,545	3,059

2.7 Short Term Provisions

Particulars	2016	2015
<u>Provisions</u>		
Other Payables	-	15
Provision for Staff	3,483	3,267
Other Provisions	-	-
	3,483	3,282

2.9 Non current Investment

Particulars	2016	2015
Investment	12,279	12,289
Provision for investment	(11,046)	(11,046)
Earnest Money Deposit	50	50
Deposits	-	-
Security Deposit	176	161
	1,458	1,453

2.10 Deffered Tax Assets (Net) (as per Accounting Standard - 22)

Particulars	2016	2015
Deffered Tax Assets (Opening Balance)	833	833
During the year : Deffered Tax Assets		
Fixed Assets : Impact of difference between depreciation as per Income Tax Act and depreciation/amortization charges as per Companies Act	-	-
Net Deffered Tax Liability	833	833

Deffered tax asset/liability are recognized for all timing differences. The carrying amount of Deffered tax asset are reviewed at each reporting date. The Deffered tax asset are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such asset can be realized.

2.11 Trade Receivables

Particulars	2016	2015
Trade receivables		
More than 6 months	-	-
Less than 6 months	3,207	6,626
	3,207	6,626

2.12 Cash and Bank Balances

Cash and Cash Equivalents	2016	2015
Cash in hand	2	149
Balance with Scheduled Bank		
- in Current Accounts	239	236
- in Fixed deposits	348	2,521
Total Cash and Bank Balances	588	2,906

2.13 Short Term Loans and Advances

Particulars	2016	2015
Unsecured Considered Good		
Other Loans and Advances	4,985	4,878
TDS recoverable	5,551	4,748
Staff advance	166	164
Other Receivables	9,526	9,526
	20,228	19,316

Balance as per the Last Financial Statements

2.14 Other Current Assets

Particulars	2016	2015
Interest Receivable	174	-
Out of Pocket Expenses	-	53
	174	53

2.15 REVENUE FROM OPERATION

Particulars	2016	2015
Support Services Charges	14,280	21,883
Document Processing Charges	16,349	32,518
Processing of Manpower claims	1,529	-
	32,158	54,401

2.16 Other Income

Particulars	2016	2015
Other Income Including Interest Income	197	382
Sundry Balance Written off	766	129
Profit on sell of investment	478	-
Misc Income	10	73
	1,451	584

EXPENSES**2.17 EMPLOYEE BENEFIT EXPENSES**

Particulars	2016	2015
Salaries & Wages		
Salary & Wages Including Other Employees Cost	3,680	4,753
Staff Welfare Expenses	340	519
	4,020	5,272

NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016

2.18 Other Expenses

Particulars	2016	2015
Office & Other Expenses (Note 2.18 (a))	30,301	50,080
Repair & Maintenance	65	110
Travelling & Conveyance	229	536
Loss on sale of assets	-	539
Insurance	-	10
Rent, rates & taxes	690	690
Sales Tax Demand	3	-
Payment to Auditor [Note 2.17(b)]	95	80
Advertisement & Business Promotion	65	205
Professional & Consultancy Exp.	164	175
Telephone & Telex Expenses	156	264
Electricity & Water Expenses	101	128
Vehicle Running & Maintenance	206	337
	32,076	53,154

2.18(a) Office & Other Expenses

Particulars	2016	2015
Interest & Bank Charges	27	107
Fee & subscription	269	169
Office Expenses	-	261
Donation Expenses	6	5
Postage & Courier	44	-
Printing & Stationery	21	24
AGM & Directors sitting fees	47	38
Fines & Penalty	-	573
Demat Expenses	50	-
General Expenses	20	-
Software Expenses	21	-
Web Page Desining	3	-
Operating Expenses (Project Exp.)	29,792	48,903
Total	30,301	50,080

2.18(b) Auditor Remuneration includes :

Particulars	2016	2015
Statutory Audit Fees	70	70
Internal Audit Fees	15	-
Tax Audit Fees	10	-
Total	95	70

Provision for doubtful debt

2.19 Particulars	2016	2015
Provision for doubtful debts		-
Total	-	-

WISEC GLOBAL LIMITED**NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016****Tax Expenses****2.20 Current Tax**

Particulars	2016	2015
Current Tax	-	-
Income Tax		
Deferred Tax Liability		
	<u>-</u>	<u>-</u>

The Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with provision of

Earning Per Share (Accounting standard - 20)

2.21 The calculation of basic and diluted earning per share for profit attributable to Equity Shareholders of the company is based on

Particulars	2016	2015
Profit attributable to Equity holders of the company	(2,601)	(3,679)
Weighted average number of Equity shares	11,650,100	116,501
	<u>(0.00)</u>	<u>(0.03)</u>
Earning Per Share/Diluted Earning Per Share		
Nominal rate of Equity Shares	10	10

Earning and Diluted Earning per share has been calculated in accordance with the Accounting Standard - 20 on Earning Per

Significant Related Party Transactions (Accounting Standard - 18)

As per the information available with the Company, it has no outstanding dues in respect to the Micro, Small and Medium

2.21

WISEC GLOBAL LIMITED

NOTES TO ACCOUNTS OF BALANCE SHEET FOR THE YEAR ENDED MARCH 2016

Rupees in '000

NOTE : 2.8 FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
	AS AT 01.04.15	ADDITION DURING THE YEAR	SALE/ ADJUSTMENT	AS AT 31.03.16	UPTO 31.03.15	FOR THE YEAR	Adjustment to Retained Earnings	SALE/ ADJUSTMENT	UPTO 31.03.16	AS AT 31.03.16	AS AT 31.03.15
TANGIBLE ASSETS											
Computers	5,898	-	-	5,898	5,875	1	-	-	5,876	22	23
Office Equipment	10,477	-	-	10,477	10,238	112	-	-	10,350	127	239
Furniture & Fixture	1,083	-	-	1,083	1,083	-	-	-	1,083	-	-
Vehicle	890	-	-	890	890	-	-	-	890	-	-
Total of Tangible Assets	18,348	-	-	18,348	18,086	113	-	-	18,199	149	262
PREVIOUS YEAR	18,348	-	-	18,348	17,264	238	45	539	18,086	262	1,084
INTANGIBLE ASSETS											
Biocore Technology	32,339	-	-	32,339	-	-	-	-	-	32,339	32,339
Total of Intangibel Assets	32,339	-	-	32,339	-	-	-	-	-	32,339	32,339
PREVIOUS YEAR	-	-	-	-	-	-	-	-	-	-	-

For and on behalf of the Board of Wisec Global Limited

Director

Director

WISEC GLOBAL LTD

Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	(Rs. '000)	(Rs. '000)
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	(2,601)	(3,679)
<i>Adjustments for:</i>		
Depreciation and amortisation	113	238
Finance costs	-	-
Interest income	(173)	-
Loss on sale of fixed asset	-	539
Long Term Borrowings (FDRs/Bonds) written back	(766)	-
Operating profit / (loss) before working capital changes	(3,427)	(2,902)
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	3,419	427
Short-term loans and advances	(912)	1,935
Other current assets	(121)	(53)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade Payables	(1,306)	411
Other Current Liabilities	485	1,994
Short-term Provisions	201	(1,623)
Cash flow from extraordinary items	-	-
Cash generated from operations	(1,660)	189
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activities (A)	(1,660)	189

WISEC GLOBAL LTD
Cash Flow Statement for the year ended 31 March, 2016 (Contd.)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	(Rs. '000)	(Rs. '000)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	-	-
Loans given	-	-
- Interest on FDRs	173	-
Non current Investments	(5)	(11)
Cash flow from extraordinary items	167.93	(11)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) investing activities (B)	168	(11)

WISEC GLOBAL LTD

Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	(Rs. '000)	(Rs. '000)
C. Cash flow from financing activities		
Repayment of long-term borrowings	(826)	(164)
Finance cost	-	-
Net cash flow from / (used in) financing activities (C)	(826)	(164)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(2,317)	14
Cash and cash equivalents at the beginning of the year	2,906	2,892
Effect of exchange differences on restatement of foreign		
Cash and cash equivalents at the end of the year	589	2,906
Reconciliation of Cash and cash equivalents with the Balance		
Cash and cash equivalents at the end of the year *		
* Comprises:		
(a) Cash on hand	2	149
(b) Cheques, drafts on hand		
(c) Balances with banks	239	236
(d) Others Fixed Deposits against margin	348	2,521
(e) Current investments considered as part of Cash and cash		
	588	2,906

Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial

In terms of our report attached.

For SMS & Associates
Chartered Accountants

Shukdev Sathoo
Partner

Place : New Delhi
Date : 31/05/2016

For and on behalf of the Board of Directors

Chairman **Whole Time Director**

Chief Financial Officer **Company Secretary**

Place : New Delhi
Date : 31/05/2016

WGL

NH-II, 2nd FLOOR,C-BLOCK,
 COMMUNITY CENTRE,NARAINA VIHAR,
 NEW DELHI-110028
 Contact :011-25777192,93

Balance Sheet

1-Apr-2015 to 31-Mar-2016

Liabilities	In 000'	WGL-H.O.-01-04-99 as at 31-Mar-2016	
Capital Account			292008219.79
Reserves & Surplus	11412.91	11412905.00	
ISSUED,SUBS & PAID UP CAPITAL	116501.00	116501000.00	
SHARE PREMIUM-P. ISSUE	164094.31	<u>164094314.79</u>	
Loans (Liability)			5976789.00
Unsecured Loans	5976.79	<u>5976789.00</u>	
Current Liabilities			36104725.20
LIABILITIES	16983.33	16983333.00	
OTHER LIABILITIES	2264.37	2264367.17	
Provisions	3482.72	3482717.00	
Sundry Creditors	304.06	304061.91	
Sundry Creditors	744.11	744110.00	
OTHER LIABILITIES	1280.21	<u>1280207.40</u>	
PROVISION FOR INVESTMENT - F.D.	11045.93	<u>11045928.72</u>	
Branch / Divisions			0.79
WGL -BIO-TECH DIVISION	-23448.39	-23448391.61	
WGL-REG.DIV.	29859.41	29859414.60	
WGL-H.O.	-29859.41	-29859414.08	
WGL-HO	23448.39	<u>23448391.88</u>	
Total			334089734.78

Assets	In 000'	WGL-H.O.-01-04-99	
			as at 31-Mar-2016
Fixed Assets			49471652.89
<i>CAPITAL WORK IN PROGRESS</i>	49322.71	49322709.00	
<i>COMPUTERS</i>	22.01	22012.44	
<i>OFFICE EQUIPMENT</i>	126.93	126931.45	
Investments			12278787.81
<i>INVESTMENT GOVT. SEC. - F.D.</i>	7771.79	7771787.81	
<i>INVESTMENTS UNQUOTED - F.D.</i>	4507.00	4507000.00	
Current Assets			25256129.00
Deposits (Asset)	147.59	147588.00	
Loans & Advances (Asset)	4984.83	4984830.68	
Bank Accounts	29.85	29847.63	
Staff Advance (Biotech)	5.39	5385.00	
Deposits (Asset)	200.00	200000.00	
Loans & Advances (Asset)	160.84	160844.00	
Sundry Debtors	3206.62	3206618.19	
Cash-in-hand	1.76	1755.92	
Bank Accounts	209.14	209135.38	
EARNEST MONEY	50.00	50000.00	
SECURITY DEPOSIT	175.62	175620.00	
<i>INTEREST RECIEVABLE</i>	174.15	174145.00	
<i>TDS RECOVERABLE</i>	1972.36	1972362.00	
Closing Stock	1255.53	1255527.83	
<i>BILLS RECEIVABLE</i>	9526.38	9526384.20	
<i>Closing Stock of Goods</i>	-1255.53	-1255527.83	
<i>Deferred Tax Assets</i>	833.41	833414.00	
<i>T.D.S. RECOVERABLE</i>	3578.20	3578199.00	
Profit & Loss A/c (HO)			247194916.17
<i>Opening Balance</i>	267568.88	267568883.53	
<i>Current Period</i>	-320.50	-320495.87	
<i>Opening Balance</i>	-37008.69	-37008687.50	
<i>Current Period</i>	3033.21	3033208.33	
<i>Opening Balance</i>	13760.42	13760421.68	
<i>Current Period</i>	161.59	161586.00	
Total			334201485.87

334201.49

111751.09

111.75

WISEC GLOBAL LTD.

NH-II, 2nd Floor, C-Block,
Community Center, Naraina Vihar,
New Delhi - 110028.
Contact :011-25777192-93,981889654
Profit & Loss A/c
1-Apr-2015 to 31-Mar-2016

Particulars	in 000'	WISEC GLOBAL LTD. 1-Apr-2015 to 31-Mar-2016
Indirect Expenses		36209290.82
PERSONNAL EXPENSES	24795.35	24795352
TRAVELLING & CONVEYANCE	229.35	229348
ADVERTISEMENT & BUSINESS PROMOTION	59.05	59050
AGM EXPENSES	37.18	37184
Audit Fee	95.00	95000
BANK CHARGES	7.46	7459.98
BOARD MEETING EXP.	10.00	10000
BUSINESS PROMOTION	6.38	6381
CLAIMS MANPOWER STAFF	1512.14	1512136
COURIER CHARGES	44.40	44396
DEMAT EXPENSES	49.81	49812
DONATION EXP.	6.20	6200
ELECTRICITY & WATER CHARGES	101.48	101480
FEES & SUBSCRIPTION EXP.	269.20	269200
GENERAL EXP.	19.94	19941
INTEREST EXPENSES	5.37	5365
LEGAL & CONSULTANCY CHARGES	0.00	0
OFFICE REPAIR & MAINTENANCE	65.08	65078
PRINTING & STATIONERY	7525.89	7525885
PROFESSIONAL & CONSULTANCY CHARGES	163.80	163800
RENT - OFFICE	690.00	690000
Sales Tax Demand	2.57	2570
SOFTWARE EXPENSES	20.61	20608
TELEPHONE EXP.	155.99	155985
VEHICLE RUNNING & MAINTENANCE	206.20	206200
WEB PAGE DESINING	3.45	3450
PERSONNEL EXPENSES	0.00	0
BANK CHARGES	14.43	14434.93
DEPRECIATION A/C	112.97	112974.91
Total		36209290.82

Particulars	in 000'	WISEC GLOBAL LTD.	
		1-Apr-2015 to 31-Mar-2016	
Indirect Incomes			33608329.45
DOCUMENTS PROCESSING CHARGES	16348.68	16348678	
INTEREST INCOME	172.93	172926	
MISC. INCOMES	24.34	24336.39	
PROCESSING OF MANPOWER CLAIMS	1528.57	1528574	
SUPPORT SERVICES CHARGES	14280.28	14280277	
PROFIT ON INVESTMENT	477.79	477788.26	
BAD DEBTS RECOVERED	10.00	10000	
MISC INCOME	0.00	-0.2	
SUNDRY BALANCE W/OFF - BOND	98.50	98500	
SUNDRY BALANCE W/OFF - F.D	667.25	667250	
Nett Loss			2600961.37
Total			36209290.82

WISEC GLOBAL LTD

Notes forming part of the financial statements

1 Significant Accounting Policies

A) Basis of accounting and Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

B) Use of estimates

The preparation of the financial statement in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the year in which the results are known / materialise.

C) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

D) Cash Flow Statement

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

E) Revenue Recognition

Revenue from sale of services is recognized on transfer of all the significant risk and rewards of ownership to the recipient of service.

F) Other Income

Revenue in respect of interest on fixed deposit with banks is recognized on accrual basis at the rate at which such entitlement accrue.

G) Tangible fixed assets and intangible fixed assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises original cost of acquisition and any directly attributable cost of bringing the asset to its working condition for the intended use. Intangible assets are stated at cost of acquisition including costs related to acquisition and installation, less accumulated amortization and impairment losses, if any.

H) Depreciation and amortization

Depreciation is provided on written down value basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year. Assets costing less than Rs 5,000/- are fully depreciated in the year of purchase. The rates adopted reflect the estimate of useful lives of the fixed assets as provided in schedule II of the Companies Act, 2013.

Further the company had not amortized its intangible asset namely Technical Know How.

I) Impairment

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the assets recoverable amount is

estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

The company has not provided for such impairment losses, if any, relating to Intangible asset (Technology Know How), the resultant impact, if any, is not recognized in the Statement of Profit & Loss account.

J) Foreign Currency Transactions

Monetary assets and liabilities denominated in foreign currency are not translated at the yearend rates and the resultant gain/losses on foreign exchange translations are not recognized in the Statement of Profit and Loss.

K) Retirements benefits

Gratuity and leave encashment are defined benefit schemes. Gratuity and leave encashment are defined benefit schemes. The charge in the profit & loss account for gratuity and leave encashment is not based on the actuarial valuation by an independent actuary. The calculation of the same has been done by the management at their own.

L) Taxation

Income tax expense comprises current tax (i.e amount of tax for the year determined in accordance with the Income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax assets and liabilities are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent

there is a reasonable certainty that the assets can be realized in future; however where there are unabsorbed depreciation or carry forward losses under taxation laws, deferred tax assets are recognised only to the extent there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at the Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

In view of the continued losses of the company, deferred tax asset/liability has not been recognized in the books of accounts.

M) Earning Per Share

Basic earning/(loss) per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end, except where the results would be anti-dilutive.

N) Provisions. Contingent liabilities and contingent assets

A provision arising from claims, litigation, assessment, fines, penalties, etc is recognized when the company has a present obligation as a result of a past event and is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

O) Investments

Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

P) Operating Lease

Lease payments under operating lease arrangements are recognized as an expense in the Statement of Profit & Loss account on a straight line basis over the lease term.

Q) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Lease payments under operating lease arrangements are recognized as an expense in the Statement of Profit & Loss account on a straight line basis over the lease term.

2. Leases

The company has taken leased office space under cancellable operating leases. The lease rental expenses recognized in the statement of Profit & Loss account for the year in respect of such leases is Rs 6,90,000/- (previous year Rs 6,90,000/-).

3. Legal & Professional Charges

Legal & Professional charges include the following payments to Auditors (exclusive of service tax and out of pocket expenses);

Particulars	For the year ended 2016	For the year ended 2015
Statutory Audit	70,000/-	70,000/-
Tax Audit	10,000/-	10,000/-

4. Balances appearing in debtors and creditors account, whether debit or credit, are subject to confirmation.

For and on behalf of the Board of Directors of **WISEC GLOBAL LIMITED**

Sd/-

Rakesh Rampal

Whole Time Director

Din No: 01537696

Place; Delhi

Date; 31/05/2016

Sd/-

KVS Prakash

Director

Din No; 01013474

Place; Delhi

Date; 31/05/2016

Attendance Slip

WISEC GLOBAL LIMITED

NH-II, 2nd Floor, C- Block, Community Centre Naraina Vihar New Delhi – 110028

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company being held on Thursday, 29th day of September 2016 at 09:00 a.m at "In the Lawns of Chattar Singh Ji ka Yamuna Mata Mandir, Khasra No. 32 A, Near Pusta (DJB) Shank No.4, Moza Qullak Pur Near Palla Village, New Delhi – 110036,

Member's/Proxy's Name (In Block Letters)

Signature of Shareholder/Proxy

Folio No.....

No. of shares held

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place.

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURE(S) ON THE ATTENDANCE SLIP.PROXY FORM

Proxy Form

WISEC GLOBAL LIMITED

NH-II, 2nd Floor, C- Block, Community Centre Naraina Vihar New Delhi – 110028

I/Weof.....in the district ofthe above named Company, hereby appointof.....In the district ofor failing him/her.....Ofin the district of

As my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company being held on Wednesday, the 29th day of September 2016 at 09.00 a.m at ' In the lawns of Chattar Singh Ji ka Yamuna Mata Mandir, Khasra No. 32 A, Near Pusta (DJB) Shank No.4, Moza Qullak Pur Near Palla Village, Delhi – 110036, New Delhi,

As witness my/our hands thisday of2016

Signature of Shareholders.....

Folio No.

No. of Shares held

Affix a
Revenue
Stamp

Note: The proxy form must be deposited at the Registered office of the company together with the Attendance Slip not less than 48 hours before the scheduled time for holding the meeting

Book – Post

If undelivered, return to :

WISEC GLOBAL LIMITED

Regd. Office:

NH-II, 2nd Floor, C- Block,
Community Centre Naraina Vihar,
New Delhi – 110028