

# **Annual Report 2016-17**

**Wisec Global Limited**

For WISEC GLOBAL LTD.

Director

# **Annual Report 2016-17**

## **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 <sup>nd</sup> 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	

For WISEC GLOBAL LTD.



Director.

**WISEC GLOBAL LIMITED**  
NH-II, 2<sup>nd</sup> Floor, C- Block Community Centre, Naraina Vihar, New Delhi - 110028  
CIN- L74140DL1991PLC046609  
Tel: 011-25777193  
e-mail: [wisecglobal@yahoo.com](mailto:wisecglobal@yahoo.com)

**NOTICE**

Notice is hereby given that the Twenty Fourth 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 Friday, 29<sup>th</sup> day of September, 2017 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<sup>st</sup>, 2017, 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 Mr. KVS Prakash 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 provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Riha Lekhi & Company, Chartered Accountant, (Firm Registration No. 027312N) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

**"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: 14/08/2017

By order of the Board of Directors  
**Wisec Global Limited**  
Sd/-

**Komal Kalra**  
Company Secretary

For WISEC GLOBAL LTD.

Director

**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 Saturday 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (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

For WISEC GLOBAL LTD.

Director



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

For WISEC GLOBAL LTD.

Director

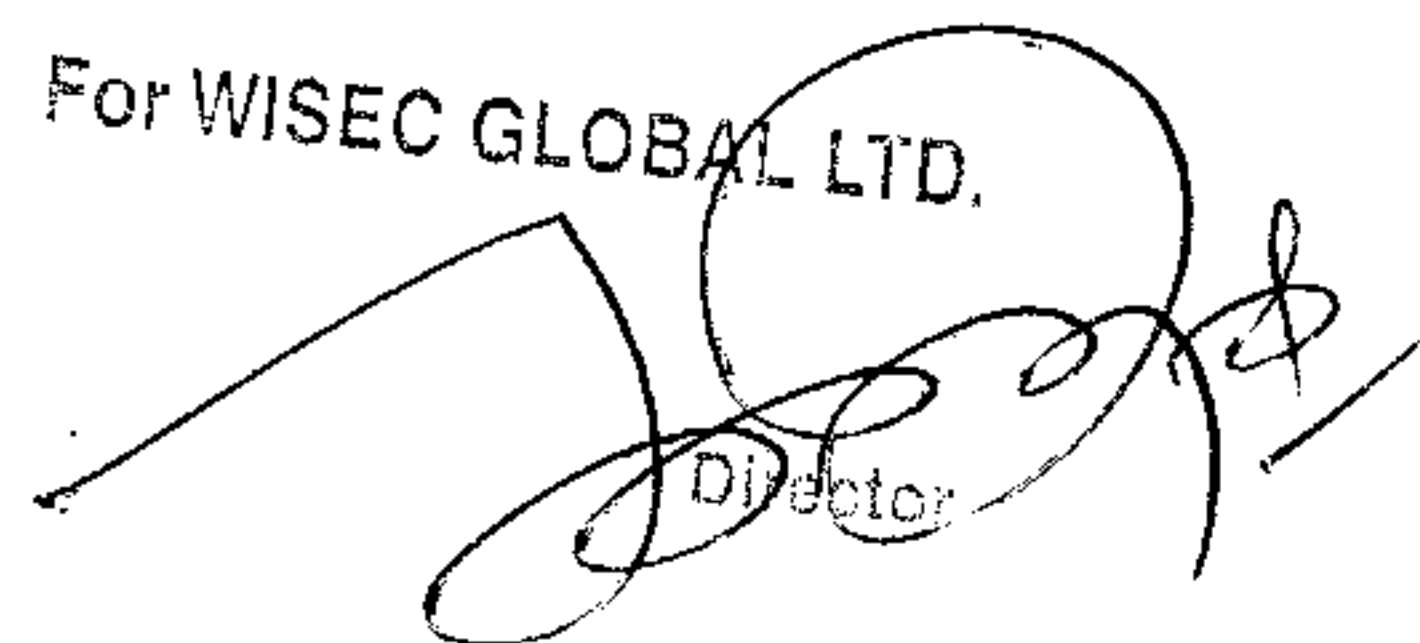
					3. Human Biosciences India Limited 4. Meher Infosolutions Pvt Ltd.	Biosciences India Limited 4. Meher Infosolutions Pvt Ltd.	
Rakesh Rampal	14/05/1953	Post Graduate	Finance, Accounts and Law	01/01/1999	1. Sewa leathers Pvt Ltd 2. Meher Infosolutions Pvt Ltd.	NA	NIL
Bhawna Sharma	13/12/1984	Graduate	HR	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.

For WISEC GLOBAL LTD.

  
Director

## DIRECTORS' REPORT

Your Directors present the 24<sup>th</sup> Annual Report and the Audited Accounts for the year ended March 31, 2017.

### 1. FINANCIAL RESULTS

	Year ended 31 <sup>st</sup> March, 2017 (Rs. '000)	Year ended 31 <sup>st</sup> March, 2016 (Rs. '000)
Net Sales	4343	32158
Profit Before Interest, Exchange (Gain)/ Loss on Loans, Depreciation, Amortization and Impairment, (Gain)/ Loss on sale of Investment, and Provisions	(11915)	(2488)
Interest	0	0
Depreciation, Amortization and Impairment	58	113
(Gain)/ Loss on sale of Investment	0	0
Provision on Bad & Doubtful debts	0	0
Profit/(Loss) before Tax	(11973)	(2601)
Fringe Benefit Tax	0	0
Deferred tax	833	0
Profit/(Loss) after Tax	(12806)	(2601)

### 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.

For WISEC GLOBAL LTD.

Director



**(b) Reappointment**

Mr. KVS Prakash, 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. 3.79 Lacs to the deposit holders. The deposits aggregating Rs. 2.02 Lacs were over due on 31.03.2017, 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.

For WISEC GLOBAL LTD.

Director



## 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.

For WISEC GLOBAL LTD.

Director

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 31<sup>st</sup> March, 2017 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. Sukhdev Sadhoo, Chartered Accountants, are appointed as auditors of the Company. The requisite certificate u/s 224(1B) of the Companies Act, 1956, has been received from them. 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 self-explanatory 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.

For WISEC GLOBAL LTD.

Director



**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, 2017 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: 14/08/2017**

For WISECO GLOBAL LTD.  
  
Director

**Annexure B**

**FORM NO. MGT.9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March ,2017

[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, Naraina 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	
<b>A. Promoters</b>									
<b>1) Indian</b>									
Individuals/ Hindu Undivided Family	0	0	0	0	0	10	0	0	0

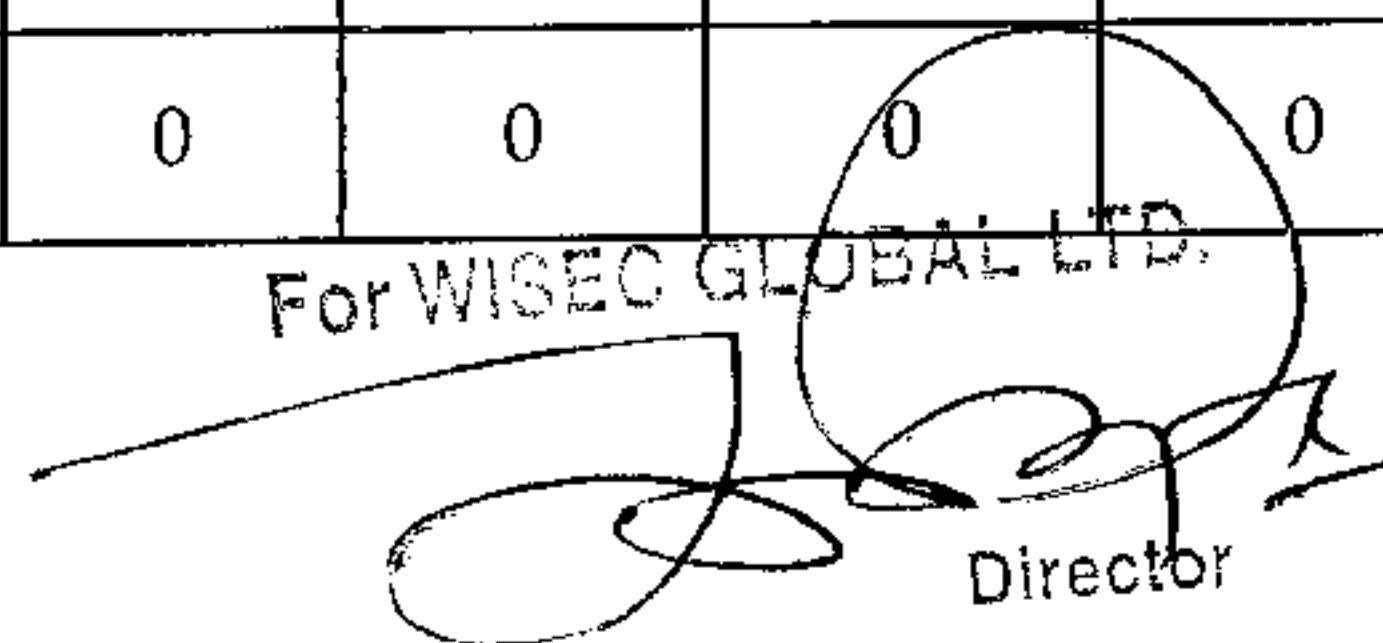
FOR WISE GLOBAL LTD.

Director



Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0.00
Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
Any Others(Specify)	0	0	0	0	0	0	0	0	0
0									
<b>Sub Total(A)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2) Foreign</b>									
Individuals (Non-Residents Individuals/ Foreign Individuals)	0	4050000	4050000	34.76	0	4050000	4050000	34.76	0.00
Bodies Corporate	0	0	0	0	0	0	0	0	0.00
Institutions	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Any Others(Specify)	0	0	0	0	0	0	0	0	0.00
									0.00
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>4050000</b>	<b>4050000</b>	<b>34.76</b>	<b>0</b>	<b>4050000</b>	<b>4050010</b>	<b>34.76</b>	<b>0.00</b>
<b>B. Public shareholding</b>									
<b>1) Institutions</b>									
Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
Financial Institutions / Banks	0	00	0	0	0	0	0	0	0
Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0.00
Venture Capital Funds	0	0	0	0	0	0	0	0	0.00

For WISEC GLOBAL LTD.

  
Director

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
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2) Non-institutions</b>									
Bodies Corporate	2053695	1971100	4024795	34.56	821588	1971100	2792688	23.98	-10.58
<b>Individuals</b>									
i. Individual shareholders holding nominal share capital up to Rs 2 lakh	865416	509037	1374453	11.80	1363219	504637	1867856	16.03	4.23
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1830471	0	1830471	15.70	2569175	0	2569175	22.05	6.35
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
NBFC registered with RBI	8083	0	8083	0.07	8083	0	8083	.07	0
Non Resident Indian	1698	235600	237298	2.04	1698	235600	23729	2.04	00
OCB	0	125000	125000	1.07	0	125000	125000	1.07	0.00
<b>Sub-Total (B)(2)</b>	<b>4759363</b>	<b>2840737</b>	<b>7600100</b>	<b>65.24</b>	<b>4763763</b>	<b>2836337</b>	<b>7600100</b>	<b>65.24</b>	<b>00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>4759363</b>	<b>2840727</b>	<b>7600100</b>	<b>65.22</b>	<b>4763763</b>	<b>2836337</b>	<b>7600100</b>	<b>65.22</b>	<b>00</b>

For WISEC GLOBAL LTD.

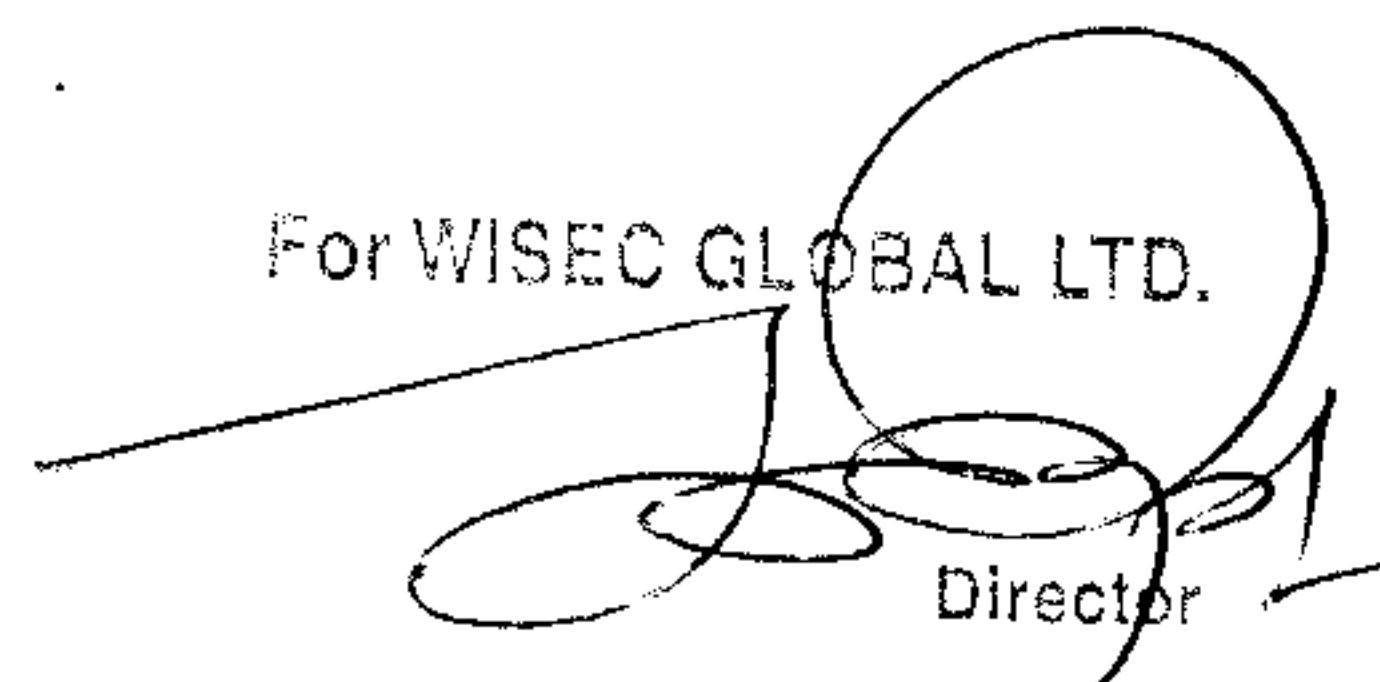
Director

<b>TOTAL (A)+(B)</b>	4759363	6890737	11650100	100	4763763	6886337	11650100	100	0.00
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>									
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
<b>Sub-Total (C)</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	4759363	6890737	11650100	100	4763763	6886337	11650100	100	0.00

(ii) Shareholding of Promoters

SI 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

For WISEC GLOBAL LTD.



Director

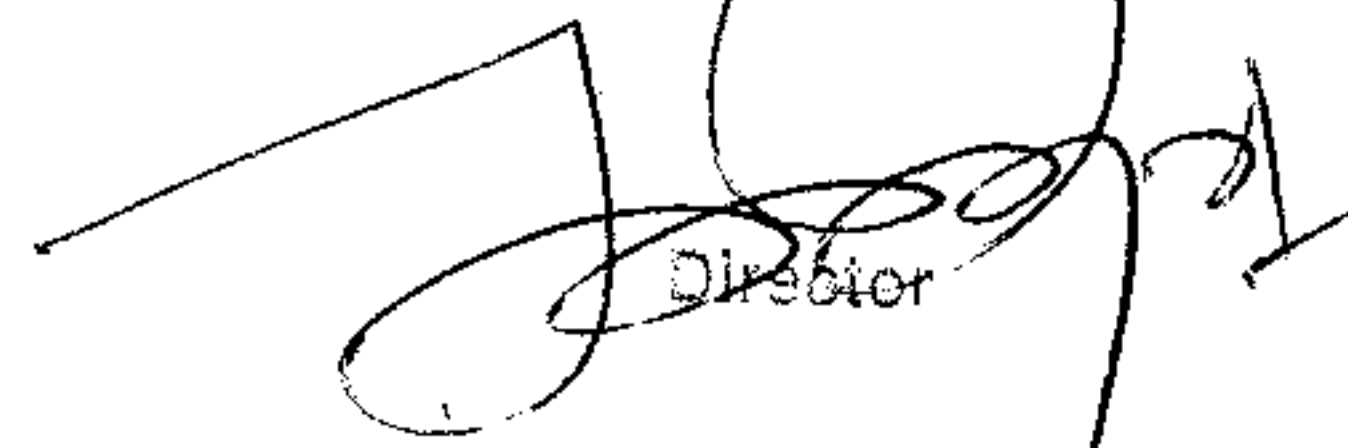
## (iii) Change in Promoters' Shareholding ( please specify, if there is no change)

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 Ten 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	RANJAN KAPOOR	00	0	714626	6.13
2	AGGREGATE FIN & INVESTMENTS PVT LTD	114900	.98	114900	.98
3	WESTERN PAQUES (INDIA) LIMITED	1150000	9.87	1150000	9.87
4	ARUN KOCHAR	0	0	232030	1.99
5	MUGDHA N GADGIL	226500	1.94	226500	1.94
6	INDIAN CLEARING CORPORATION LIMITED	0	0	160710	1.38
7	URMIL MITTAL	132400	1.13	132400	1.13
8	SAMEER SHANTILAL DEDHIA	00	0	120944	1.03
9	BRIJ BHUSHAN NAGPAL	116853	1	116853	1
10	ARYAVART OVERSEAS PRIVATE LIMITED	114069		114069	

For WISEO GLOBAL LTD.


  
Director



(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	<b>SURYAPRAKASH VENKATA KOLLURU</b>							
	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
		0	0				0	0
2	<b>Rakesh Rampal</b>							
	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):							

For WISEC GLOBAL LTD.

Director

	At the End of the year	0						
<b>3</b>	<b>Brig Tejpal Singh Chowdhury</b>							
	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
<b>4</b>	<b>Bhawna Sharma</b>							
	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			-	-		
<b>5</b>	<b>Komal Kalra ( CS)</b>							
	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

For WISEC GLOBAL LTD.

Director

## 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	53,95,000	5,81,000	0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>53,95,000</b>	<b>5,81,000</b>	<b>0</b>
Change in Indebtedness during the Financial Year	0	(10,000)	(37,90,000)	0
• Addition				
• Reduction				
<b>Net Change</b>	<b>0</b>	<b>(10,000)</b>	<b>(37,90,000)</b>	<b>0</b>
Indebtedness at the end of the Financial Year	0	53,85,000	20,20,000	0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>53,85,000</b>	<b>20,20,000</b>	<b>0</b>

## 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	NIL	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2.	Stock Option	Nil	-
3.	Sweat Equity	NIL	-
4.	Commission		

FOR USE OF THE COMPANY

Director

	- as % of profit - Others, specify...			
5.	Others, please specify	NIL		
	Total (A)	NIL		

B. Remuneration to other directors: NIL

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

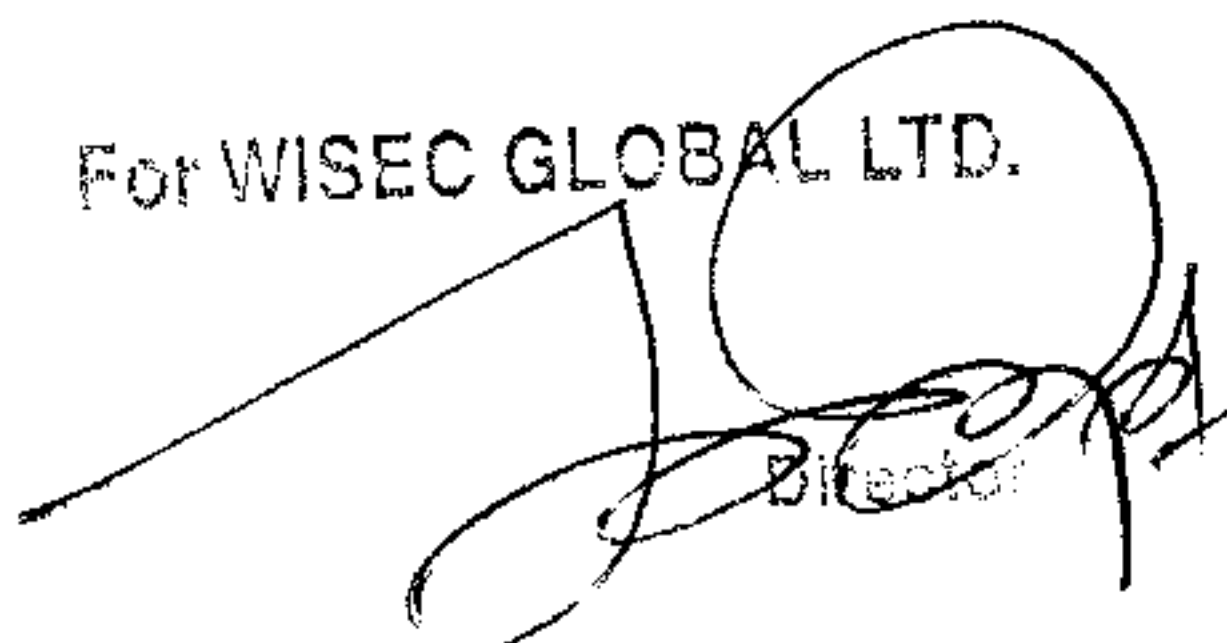
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

- 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)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

For WISEC GLOBAL LTD.

  
Director



Secretarial Audit Report

(For the period 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017)

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

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 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017 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,

For WISEC GLOBAL LTD.

Director

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

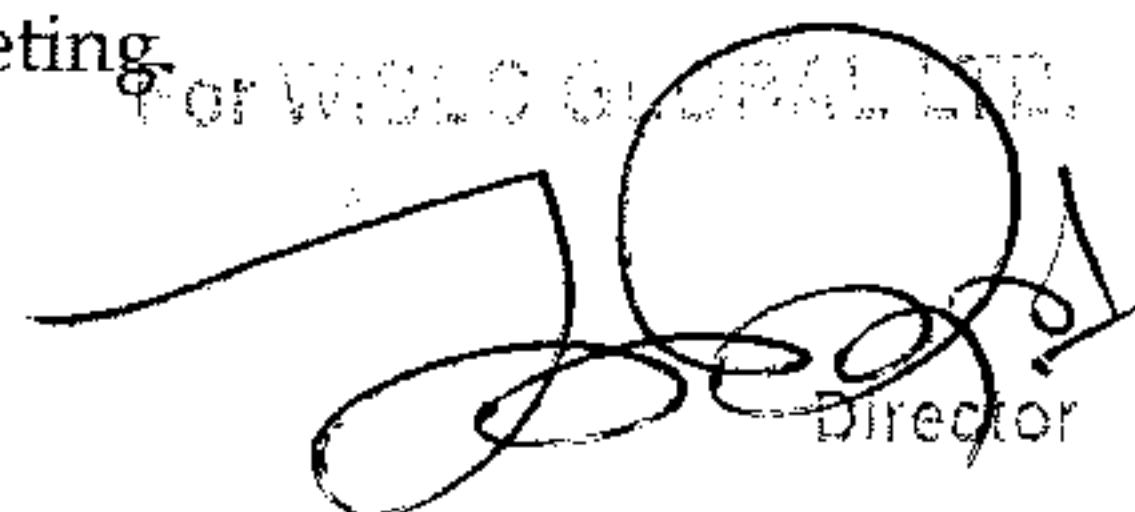
2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with 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 23<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016;
  - 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.

For WISLO GLOBAL LTD.



Director



\_ 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 : 14/08/2017

For Ujjwal Sharma & CO,  
Company Secretaries

Sd/-

Ujjwal Sharma

COP: 9212,

Membership Number: 8025

For WISEC GLOBAL LTD.  
Director

## 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, 2017

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.

For WISEC GLOBAL LTD.

  
Director



## 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 31/05/2016, 22/07/2016, 03/11/2016 and 06/01/2017.

#### 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:

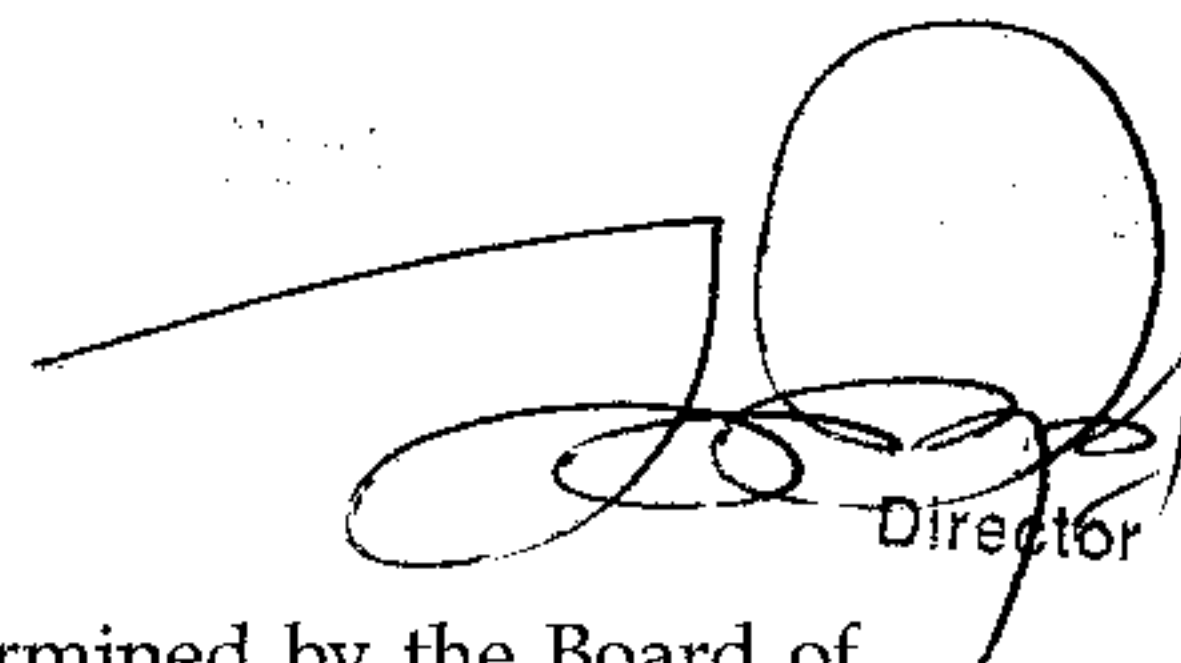
- |     |                                |   |  |
|-----|--------------------------------|---|--|
| (a) | In case of Whole Time Director | - | Remuneration as per the terms of appointment and reimbursement of expenses actually incurred.              |
| (b) | In case on Non-Executive       | - | Payment 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.



Director

