

NET VISTA VENTURE LIMITED

(Formerly Netvista Information technology Limited)

Regd. Office: 26, Diamond Plaza, Poddar Road, Malad East, Mumbai-400097
Telefax: +91-22- 25800009. Email: netvistaltd@gmail.com

Date – 21st October, 2016

To, The Bombay Stock Exchange, Department of Corporate Services, Floor 25, P J Tower, Dalal Street, Mumbai- 400 001	To, National Stock Exchange of India Ltd. Compliance Department, Exchange Plaza, Plot No. C/1, G Block, BKC, <u>Bandra (E), Mumbai - 400 051</u>
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Subject: Submission of soft copy of 23rd Annual Report for F.Y. 2015-16 of Our Company.

Script ID : (BSE- 530811) (NSE - NETVISTAIT)

Dear Sirs,

We are enclosing herewith the soft copy of 23rd Annual Report for F.Y. 2015-16 under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for updating on website of the Stock Exchange.

We hereby request you to kindly update the same on exchange website for the convenience of the Members of the Company and stakeholder of the Company, as we have submitted the Hard copy of the Annual Report with Stock Exchange but the same yet has not been updated on website.

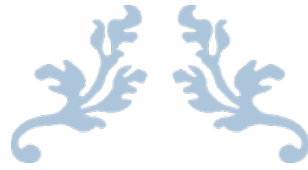
We hereby request you to kindly take this submission on your records and update the same on exchange website.

Kindly acknowledge the receipt.

Thanking You,
Yours Faithfully,
For Netvista Venture Ltd

Hiren Patel
Managing Director
DIN - 03464360

ENCL: As Above.



NETVISTA VENTURE LIMITED
(FORMERLY KNOWN AS NETVISTA INFORMATION
TECHNOLOGY LIMITED)

CIN - L15200MH1999PLC117958

23RD ANNUAL REPORT 2015-16



REGISTERED OFFICE:

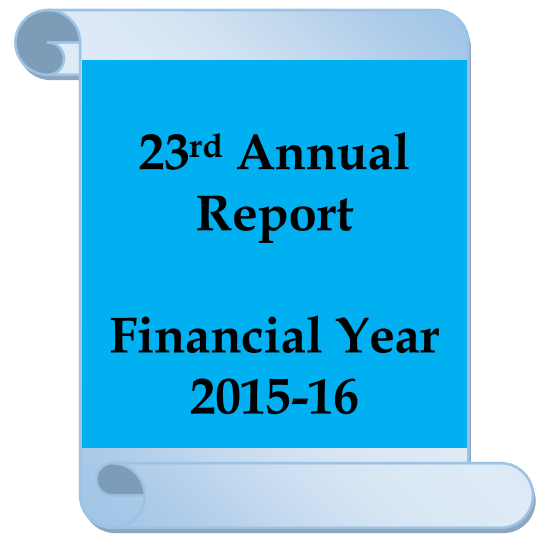
26, Diamond Plaza, Poddar Road, Malad East, Mumbai – 400 097

Tel No. 022-65123377

Email: netvistaltd@gmail.com Website: www.netvistait.com

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COMPANY INFORMATION

NETVISTA VENTURE LIMITED
(Formerly Known as Netvista Information technology Limited)
CIN - L15200MH1999PLC117958

23rd ANNUAL REPORT 2015-2016**BOARD OF DIRECTORS:**

Hiren Patel	<i>Managing Director, DIN(03464360)</i>
Vishnu B Patel	<i>Independent Director</i>
Alpesh H Shah	<i>Chairman & Independent Director, DIN(05336663)</i>
Sudha M Varma	<i>Independent Women Director, DIN (07099148)</i>

COMPANY SECRETARY & COMPLIANCE OFFICER:

Umesh Gavand

STATUTORY AUDITORS:

J H Ghumara & Co

SECRETARIAL AUDITORS:

Pratibha Gupta
PG & Associates

BANKERS:

Tamil Nad Mercantile Bank Ltd

REGISTRARS & SHARE TRANSFER AGENTS:

Adroit Corporate Services Pvt Ltd
19/20 Jaferbhoy Ind. Estate, 1st floor,
Makwana Road, Marol, Andheri (E),
Mumbai - 400 059 INDIA

REGISTERED OFFICE:

26, Diamond Plaza, Poddar road,
Malad East, Mumbai - 400 097

STOCK EXCHANGES WHERE THE COMPANY'S SECURITIES ARE LISTED:**BSE Limited**

Address: Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited

Address: Exchange Plaza,
C-1, Block G, Bandra Kurla Complex,
Bandra (E) - 400 051

Note: The Company have been suspended from the NSE Platform.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 23rd Annual General Meeting of the Members of Netvista Venture Ltd will be held on Friday September 30, 2016 at 12.00 noon at 407, Royal Crescent, Andheri West, Mumbai - 400053 to transact the following business:

ORDINARY BUSINESS:**Item No. 1 - Adoption of financial statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;

Item No. 2 - Re-appointment of Mr. Alpesh Himatlal Shah (DIN: 05336663) as a director liable to retire by rotation:

To appoint a Director in place of Mr. Alpesh Himatlal Shah (DIN: 05336663) who retires by rotation and being eligible, has offered himself for re-appointment.

Item No. 3 - Ratification of appointment of auditors:

To ratify the appointment of statutory auditor of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and the resolution passed by the Members at the 22nd Annual General Meeting of the Company held on December 30, 2015, the appointment of M/s. J H Ghumara & Co, (Firm Reg. No 103185W), Chartered Accountants, Mumbai as the Auditor of the Company to hold office till the conclusion of next Annual General Meeting is hereby ratified and the Board of Directors are authorized to fix the remuneration payable to the Auditor for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with Auditor."

Date: 02nd September, 2016
Place: Mumbai

By Order of the Board
For, Netvista Venture Limited

Sd/-
Hirenkumar N Patel
Managing Director
DIN - 03464360

NOTES:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a Proxy to be appointed by a Member holding more than 10% of the share capital of the Company carrying voting rights, then such proxy shall not act

as a proxy for any other person or shareholder. A Proxy form for the 23rd Annual General Meeting is enclosed.

3. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company shall remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016, both days inclusive, for the purpose of AGM of the Company.
5. Members/Proxies should bring their duly filled Attendance Slips sent herewith for attending the meeting.
6. The Notice of the 23rd Annual General Meeting is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Copies of the Annual Report for FY 2015-2016 along with the Notice of the AGM, Attendance Slip and Proxy Forms are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on 16th day, of August, 2016. However, if such a person is not a Member on the cut-off date of Thursday, September 22, 2016; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is also available for download from the website of the Company www.arambhanhospitality.com
8. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the AGM.
9. To support the 'Green Initiative', the Members who have not registered their e-mail are requested to register the same by sending e-mail to netvistaltd@gmail.com for receiving all communication including Annual Report, Notices, Circulars, etc. electronically and can also register their contact nos.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. The voting shall be reckoned in proportion to the value of shares registered in the Member's name to the total paid up share capital of the Company as on Tuesday, August 16, 2016, and a person who is not a Member as on that date should treat this Notice for information purposes only.
12. The date of declaration of results of the e-voting, i.e. Saturday, October 1, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
14. Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.

15. Members having any grievances connected with the e-voting can contact Adroit Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent, at 19/20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai, Maharashtra, 400059 (Contact details Tel.: 022 - 42270400, Fax No: 022 - 28503748)
16. 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.
17. The facility of polling paper shall also be made available at the Meeting and the Members attending the meeting who have not cast their vote through e-voting shall be able to exercise their voting right at the Meeting.
18. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the members using remote e-voting will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 27/09/2016 at 09:00 A.M. IST and ends on 29/09/2016 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
- v.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the Electronic Voting Sequence Number ("EVSN") for the relevant "Company Name" on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. The Board of Directors of the Company has appointed M/s. Abhishek Lakhotia & Co., Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- xxi. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the e-voting. The results shall be declared on or before 01/10/2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.netvistait.com

Date: 02th September, 2016
Place: Mumbai

By Order of the Board
For, Netvista Venture Limited

Sd/-
HIRENKUMAR N PATEL
Managing Director
(DIN: 03464360)

DIRECTOR'S REPORT

To,
The Members,
Netvista Venture Ltd
(Formerly Known as Netvista Information technology Limited)

Your Directors have great pleasure in presenting **23rd Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the period ended **March 31, 2016**.

1. THE COMPANY'S FINANCIAL PERFORMANCE FOR THE YEAR ENDED MARCH 31, 2016 IS SUMMARIZED AS BELOW:

PARTICULARS	(Amount in Rs.)	
	For the period from April 1, 2015 to March 31, 2016	For the period from July 1, 2014 to March 31, 2015
Revenue from operations	58,377,034	51,188,910
Other Income		262,000
Less: Operational & Other expenses	56,793,123	49,745,471
Profit/(Loss) before Depreciation	1,583,911	1,705,439
Less: Depreciation	518,772	819,220
Less: Finance Cost		257,000
Less: Exceptional Items	0	0
Profit/ (Loss) Before Taxation	1,065,139	629,189
Less: Provision for Tax	85,000	135,000
Less: Prior Year's Income Tax	0	0
Net Profit After Tax	980,139	494,189

2. STATE OF COMPANY'S AFFAIRS:

During the year under review the Company has earned net revenue of Rs. 583.77 lacs as compared to net revenue of Rs. 511.88 lacs in the previous year. Total expenses (excluding depreciation & amortization and finance costs) incurred during the year was at Rs. 567.93/- lacs as compared to Rs. 500.02 lacs in the previous year. The profit after tax was at Rs. 9.80 lacs as compared to Rs. 4.94 reported in the previous year.

3. TRANSFER TO RESERVES:

During the year under review your Company has not transfer any amount to Reserves and Surplus.

4. DIVIDEND:

In order to conserve the resources the Directors of the Company does not recommend any Dividend.

5. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company does not have any Holding/ Subsidiary/ Associate Company during the period under review.

6. EXTRACT OF THE ANNUAL RETURN:

An extract of the Annual Return for the year ended March 31, 2016 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 is attached as **Annexure A** and forms part of this report.

7. SHARE CAPITAL:

During the year under review, there was no change in the capital structure of the Company.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure B**.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of loans, guarantees and investments have been disclosed in the financial Statement.

10. MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE:

The Company has filed an application with Bombay Stock Exchange for getting the entire share capital of the Company listed at the BSE for creating a trading platform for its shareholders.

11. IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS:

There has been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

12. DIRECTORS:

There was no change in the composition of the Board of Directors during the year under review.

13. DIRECTORS' RESPONSIBILITY STATEMENT:**Directors' responsibility statement as required under Section 134(3) (c) of the Companies Act, 2013**

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from prescribed accounting standards in the adoption of these standards.

The Directors confirm that:

- a. In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended on that date;
- c. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis;
- e. The directors have laid down internal financial controls, which are adequate and are operating effectively;
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

14. BOARD INDEPENDENCE:

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:-

15. RISK MANAGEMENT:

The Board of the Company is in the process of forming a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee will be also responsible for reviewing the risk management plan and ensuring its effectiveness. As of now, the audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

16. NO. OF MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board/Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The Board met Seven times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

17. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

18. BOARD EVALUATION:

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

None of the independent directors are due for re-appointment.

19. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

Audit Committee

The Audit Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Vishnu Patel	Chairman	Non-Executive - Independent Director
Sudha Varma	Member	Non-Executive - Independent Director
Hirenkumar Patel	Member	Executive Director
Alpesh Shah	Member	Executive Director

None of the recommendations made by the Audit Committee were rejected by the Board

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Vishnu Patel	Chairman	Non-Executive Independent Director -
Sudha Varma	Member	Non-Executive Independent Director -
Hirenkumar Patel	Member	Executive Director

Stakeholders Relationship Committee:

The Stakeholders Relationship Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Vishnu Patel	Chairman	Non-Executive Independent Director -
Sudha Varma	Member	Non-Executive Independent Director -
Hirenkumar Patel	Member	Executive Director

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

20. AUDITORS:

M/s. J H Ghumara & Co, Chartered Accountants, Mumbai (Firm Reg. No 103185W) has given their consent letter stating that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified from appointment.

The resolution for their re-appointment is put forward for your approval in the ensuing Annual General Meeting.

21. COMMENTS ON AUDITOR'S REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s J H Ghumara & Co, Chartered Accountants, in their Audit Report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. All observations of Auditors are self-explanatory and therefore do not call for any further comments by Directors in this report.

22. SECRETARIAL AUDITOR & SECRETARIAL AUDITORS' REPORT:

Ms. Pratibha Gupta PG & Associates, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for financial year 2015-16 forms part of the Annual Report as **ANNEXURE C** to the Board's report. The observations of the Secretarial Auditors are self-explanatory and do not call for any further comments by the Directors in this report.

23. INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

24. INTERNAL AUDITORS:

As per section 138 of the Companies Act, 2013. The Company is in process of appointing internal auditors for the year to 2015-2016 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

25. DEPOSITS:

The Company has not accepted / renewed any deposits within the meaning of Chapter V of The Companies Act, 2013 during the year under review.

26. CORPORATE GOVERNANCE:

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The Certificate from the statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is also published elsewhere in this Annual Report.

27. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report.

28. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Board of Directors of is committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal.

The Company's Vigil Mechanism Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior and actual or suspected incidents of fraud or violation of the conduct that could adversely impact the Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Vigil Mechanism Policy is overseen by the Board of Directors and no employee has been denied access to the Committee.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under sub-section (m) of Section 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 is not applicable to the Company, hence reporting under this section is not required.

30. PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to the Directors' Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the Directors' Report is being sent to the shareholders without this annexure. Shareholders interested in obtaining a copy of the annexure may write to Board of Directors at the Company's registered office.

31. ACKNOWLEDGEMENTS:

Your directors express their appreciation for the sincere co-operation and assistance of Central and State Government authorities, bankers, suppliers, customers and business associates. Your directors also wish to place on record their deep sense of appreciation for the committed services by your company's employees.

Your directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

By Order of the Board of Directors
NETVISTA VENTURE LTD

Sd/-
Hiren Patel
Managing Director
(DIN: 03464360)

Place: Mumbai
Date: 2nd September 2016

MANAGEMENT DISCUSSION AND ANALYSIS (Annexure to Director Report)**Forward – Looking Statements:**

This Report contains forward – Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company’s strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company’s actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

Overview:

During the financial year under review the revenue from operations has increased from Rs. 51188910.00 to 58,377,034.

Outlook:

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

Risk and Concerns:

Due to stiff competitions in the finance field where the company’s activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

Internal Control Systems and their Adequacy:

An Audit Committee of the Board of Directors of the Company has been constituted as per provisions of Section 292A of the Companies Act, 1956 and corporate governance requirements specified by Listing Agreements with the Stock Exchanges.

The Internal Audit Function is looked after internally by the finance and accounts department, and reviewed by the audit committee and the management at the regular intervals.

The Internal Auditors Reports dealing with Internal Control Systems are considered by the Audit Committee and appropriate actions are taken, whichever necessary.

Analysis of Financial Conditions and Results of Operations:

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company’s Operations for the period under review.

Development on Human Resource Front:

Our human resources are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the company.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

Industrial Relations:

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

By Order of the Board of Directors
NETVISTA VENTURE LTD

Sd/-
Hiren Patel
Managing Director
(DIN: 03464360)

Place: Mumbai
Date: 2nd September 2016

MGT-9**Extract of Annual Return as on the financial year ended on June 30, 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:

i)	CIN	L15200MH1999PLC117958
ii)	Registration Date	22/01/1999
iii)	Name of the Company	NETVISTA VENTURE LIMITED (Formerly Netvista Information Technology Limited)
iv)	Category / Sub-Category of the Company	Public Listed Company
v)	Address of the Registered office and contact details	26, Diamond Plaza, Poddar road, Malad East, Mumbai - 400 097, Telefax: +91-22- 25800009. Email: netvistaltd@gmail.com
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt Ltd 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai - 400 059. INDIA. Phn: 022 - 42270400, Email Id: info@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	IT	18200	7.37%
2	Trading	46909	72.74%
3	Media	68200	19.31%
4	Construction & Infra projects	62099	0.59%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NA	NA	NA		NA

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year as on 01/04/2015				No. of Shares held at the end of the year as on 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4121	0	4121	0.03	4121	0	4121	0.03	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other.	516900	922500	1439400	10.59	516900	922500	1439400	10.59	0.00
Sub-total (A) (1):-	521021	922500	1443521	10.62	521021	922500	1443521	10.62	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	521021	922500	1443521	10.62	521021	922500	1443521	10.62	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	31500	31500	0.23	0	31500	31500	0.23	0.00
b) Banks/FI	280321	1700	282021	2.07	280321	1700	282021	2.07	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Portfolio-Corp.	0	0	0	0.00	0	0	0	0.00	0.00
i) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
ii) Qualified Foreign Investor (corporate)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	280321	33200	313521	2.31	280321	33200	313521	2.31	0.00

2. Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0
Sub Total (B) (2)	0	0	0	0.00	0	0	0	0.00	0.00
3 Non-Institutions									
a) Bodies Corp.									
i) Indian	1274710	54700	1329410	9.78	1049314	54700	1104014	8.12	-1.66
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh for Current year (Previous Year upto 1 lakh)	3738611	768991	4507602	33.16	4365927	1042341	5408268	39.78	6.62
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh for Current year (Previous Year upto 1 lakh)	4498438	828835	5327273	39.18	4096736	553435	4650171	34.20	-4.98
c) Others (specify)									
Non Resident Indians	128473	545500	673973	4.96	130305	545500	675805	4.97	0.01
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies	0	0	0	0.00	0	0	0	0.00	0.00
HUF	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(3):-	9640232	2198026	11838258	87.08	9642282	2195976	11838258	87.08	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	9920553	2231226	12151779	89.38	9922603	2229176	12151779	89.38	0.00
TOTAL (A)+(B)	10441574	3153726	13595300	100.00	10443624	3151676	13595300	100.00	0.00
C Shares held by Custodians and against which Depository Receipts have been issued									
Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public									
GRAND TOTAL (A)+(B)+(C)	10441574	3153726	13595300	100.00	10443624	3151676	13595300	100.00	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	DILIP RAMAKANT NAIK	4121	0.03	0	4121	0.03	0	0
2.	HIREN PATEL	922500	6.79	0	922500	6.79	0	0
3.	HIRENKUMAR NATVARLAL PATEL	516900	3.80	0	516900	3.80	0	0
	Total	1443521	10.62	0	1443521	10.62	0	00

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year				

D) Shareholding Pattern of top ten Shareholders:**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date of transaction	Increasing / Decreasing in shareholding	Reason	No. of Shares held	% of total Shares of the company]
1	DATTATRAYA KADIKAR	1403500	10.32	Opening	Nil	-	1403500	10.32
	At the end of the Year	1403500	10.32	Closing	Nil	-	1403500	10.32
2	PANACHE SECURITIES PVT LTD	383100	2.82	Opening	Nil	-	38310	2.82
	At the end of the Year	383100	2.82	Closing	Nil	-	38310	2.82
3	DENA BANK	279021	2.05	Opening	Nil	-	279021	2.05
	At the end of the Year	279021	2.05	Closing	Nil	-	279021	2.05
4	ANUGRAH STOCK & BROKING PVT LTD	260499	1.92	Opening	Nil	-	260499	1.92
	At the end of the Year	0	0	Closing	1.92	Sold	0	0
5	DILIP JAYRAMBHAI PATEL	177000	1.30	Opening	Nil	-	177000	1.30
	At the end of the Year	177000	1.30	Closing	Nil	-	177000	1.30
6	RASIK THAKER	150000	1.10	Opening	Nil	-	150000	1.10

	At the end of the Year	150000	1.10	Closing	Nil	-	150000	1.10
7	SHARDA THAKER	149900	1.10	Opening	Nil	-	149900	1.10
	At the end of the Year	149900	1.10	Closing	Nil	-	149900	1.10
8	CHETNABEN AJITKUMAR SHAH	140846	1.04	Opening	Nil	-	140846	1.04
	At the end of the Year	170846	1.26	Closing	0.22	Bought	170846	1.26
9	RAJIV P SAMANI	135135	0.99	Opening	Nil	-	135135	0.99
	At the end of the Year	135135	0.99	Closing	Nil	-	135135	0.99
10	ANKIT A. SHAH	129565	0.95	Opening	Nil	-	129565	0.95
	At the end of the Year	129565	0.95	Closing	Nil	-	129565	0.95
11	NITIN KRISHNALAL MINOCHA	0	0	Opening	Nil	-	0	0
	At the end of the Year	192882	1.42	-	1.42	Bought	192882	1.42

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1439300	10.59%	1439300	10.59%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	1439300	10.59%	1439300	10.59%

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	65,00,000	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	65,00,000	0	0
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	00	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	65,00,000	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	65,00,000	0	0

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Hiren Patel	-	-		
1	Gross salary (per month)					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	-	-		20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-		-
2	Stock Option	-	-	-		-
3	Sweat Equity	-	-	-		-
4	Commission - as % of profit - others, specify...	-	-	-		-
5	Others, please specify	-	-	-		-
	Total (A)	20,000	-	-		20,000
	Ceiling as per the Act	20,000	-	-		20,000

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Alpesh H Shah	Sudha N Varma	Vishnu Patel	---	
1	Independent Directors					
	Fee for attending board committee meetings	2000	2000	2000		6000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	2000	2000	2000		6000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	2000	2000	2000		6000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15000	10000	12000	37000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	15000	10000	12000	37000

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure B**FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name of the Related Party & Nature of Relationship	NA
(b)	Nature of contracts/arrangements/transactions	NA
(c)	Duration of the contracts / arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	Justification for entering into such contracts or arrangements or transactions	NA
(f)	date(s) of approval by the Board	NA
(g)	Amount paid as advances, if any	NA
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at arm's length basis:

(a)	Name of the Related Party & Nature of Relationship	NA
(b)	Nature of contracts/arrangements/transactions	NA
(c)	Duration of the contracts / arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	date(s) of approval by the Board	NA
(f)	Amount paid as advances, if any	NA

**By Order of the Board of Directors
NETVISTA VENTURE LTD**

**Place: Mumbai
Date: 2nd September 2016**

Sd/-

**HirenKumar Patel
Managing Director
(DIN: 03464360)**

ANNEXURE C

Form No. MR-3 Secretarial Audit Report [Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014] Secretarial Audit Report for the Financial Year Ended 31st March, 2016

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2016**

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

To,
The Members,
Netvista Venture Limited
26, Diamond plaza, Ground Floor, Poddar Road
Malad east,
Mumbai - 400097

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Netvista Venture Limited (CIN: L15200MH1999PLC117958)** (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 our opinion thereon.

Based on our verification of **Netvista Venture Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Netvista Venture Limited for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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; - **(During the period under review, the Company has not entered into any transaction requiring compliances with the Foreign Exchange Management Act, 1999 and rules made thereunder)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**

OTHER APPLICABLE LAWS:

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable to the Company

1. Employees State Insurance Act, 1948
2. Employees Provident Fund and Miscellaneous Provisions Act, 1952
3. Indian Contract Act, 1872
4. Professional Tax, 1975
5. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed.
6. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed
7. Shops and Establishment Act.
8. Maharashtra Value Added Tax, 2002
9. Trade Marks Act, 1999
10. The Micro Small & Medium Enterprises Development Act, 2006

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not Applicable as the same was not notified during the period under review)**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.

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

We further report that:

We further report that the Board of Directors of the Company is not 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, if any, are captured and recorded as part of the minutes.

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

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

For PG & Associates

SD/-
Pratibha Gupta
Practicing Company Secretary
M. No.: 40984;
C.P. No.: 15838

Date: 31/08/2016

Annexure A to the Secretarial Audit Report

To,
The Members,
Netvista Venture Limited
26, Diamond plaza, Ground Floor, Poddar Road
Malad east,
Mumbai - 400097

Our report of even date is to be read along with this letter.

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

For PG & Associates

SD/-
Pratibha Gupta
Practicing Company Secretary
M. No.: 40984;
C.P. No.: 15838

Date: 31/08/2016

CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Philosophy on Code of Governance envisages attainment of highest level of transparency, accountability, empowerment and ethical business conduct across all facts of its operations. The Company aspires to be a responsible partner acting with integrity towards its shareholders, customers, employees, the government and its business associates.

2. COMPOSITION OF BOARD:

The Company has an adequate composition of Board of Directors along with Women Director:

Sr. No.	NAME OF DIRECTORS	CATEGORY
1	Mr. Hiren Kumar N.Patel	Managing Director
2	Mr. Alpesh Himmatlal Shah	Chairman & Independent Director
3	Mr. Vishnu B Patel	Independent Director
4	Ms. Sudha Mahendra Varma	Independent Director

3. MEETINGS AND ATTENDANCE DURING THE YEAR:

Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2015-2016.

The Company has conducted 7 Board Meetings during the year on 22/05/2015, 30/05/2015, 14/08/2015, 14/11/2015, 09/12/2015, 13/02/2016 and 16/03/2016.

The Details of Board of Directors Meeting Held during the Financial Year 2015- 2016:

Sr. No.	Date of Board Meetings	Board Strength	No. of Directors Present At Board Meetings
1	22/05/2015	4	3
2	30/05/2015	4	3
3	14/08/2015	4	3
4	14/11/2015	4	3
5	09/12/2015	4	3
6	13/02/2016	4	3
7	16/03/2016	4	3

Attendance of Directors at the 22nd Annual General Meeting for the Financial Year 2014-2015.

The Attendance of Directors at the Last Annual General Meeting which was held on 30th December, 2015 for the financial year 2014-2015:

Sr. No.	NAME OF DIRECTORS	ATTENDANCE AT AGM
1	Mr. Hiren Kumar N.Patel	Y
2	Mr. Vishnu B Patel (Audit Committee Chairman)	Y
3	Ms. Sudha Mahendra Varma	Y
4.	Mr. Alpesh Himmatlal Shah	Y

COMMITTEES OF THE BOARD:

The Company has three committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship & Share Transfer Committee.

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

1. AUDIT COMMITTEE:

The term of reference of this committee cover the matter specified for Audit Committee under clause 49 of the Listing Agreement. The current Audit Committee of the Company comprises Four Directors, who possess knowledge of the corporate finance & accounts.

The constitution of the Current Audit Committee is as follows:-

Name of Directors	Status of Committee	Nature of Directorship
Mr. Vishnu B Patel	Chairperson	Independent Director
Mr. Alpesh Himmatlal Shah	Member	Independent Director
Mr. Hiren Kumar N.Patel	Member	Managing Director
Ms. Sudha Mahendra Varma	Member	Independent Director

MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2015, 5 Audit Committee Meetings were held during the year i.e. 30.05.2015, 14.08.2015, 14.11.2015, 09/12/2015 and 13.02.2016.

2. NOMINATION AND REMUNERATION COMMITTEE:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

Name of Directors	Status of Committee	Nature of Directorship
Mr. Vishnu B Patel	Chairperson	Independent Director
Mr. Hiren Kumar N.Patel	Member	Managing Director
Ms. Sudha Mahendra Varma	Member	Independent Director

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

1. determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
2. determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
3. identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
4. reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc;
5. reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
6. determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
7. evaluating performance of each Director and performance of the Board as a whole;

3. STAKE HOLDERS RELATIONSHIP & SHARE TRANSFER COMMITTEE:

The Committee deals with various matters relating to the transmission of shares, issue of duplicate share certificates and other matters including Shareholder's Complaints and Grievance and have delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto.

The Present Stake Holders Relationship & Share Transfer Committee consists of:

Name of Directors	Status of Committee	Nature of Directorship
Ms. Sudha Mahendra Varma	Chairperson	Independent Director
Mr. Hiren Kumar N.Patel	Member	Managing Director
Mr. Vishnu B Patel	Member	Independent Director

During the financial year ended 31st March, 2016, 4 Stake Holders Relationship & Share Transfer Committee Meetings were held during the year i.e. 30.05.2015, 14.08.2015, 14.11.2015 and 13.02.2016.

DISCLOSURES:**RELATED PARTY TRANSACTIONS:**

Disclosures on materially significant related party transactions i.e. transactions of the Company material in nature, with its Promoters, Directors, Management, their relatives etc. that may have potential conflict with the interest of the Company at large.

None of the transaction with any of the related parties was in conflict with the interest of the Company.

ANNUAL GENERAL MEETINGS:

The Details of Annual General Meetings of the Last three years are as follows:

Financial Year	Date	Time	Location
2014-2015	30/12/2015	12:00 P.M.	407, Royal Crescent, Andheri West, Mumbai-400053
2013-2014	31/12/2014	11.30A.M	26, Diamond Plaza, Poddar Road, Malad East, Mumbai - 400 067
2012-2013	30/12/2013	11.30A.M	26, Diamond Plaza, Poddar Road, Malad East, Mumbai - 400 067

The Details of Extra Ordinary General Meetings of the Last three years: No

MEANS OF COMMUNICATION:

- Quarterly results: The Unaudited quarterly results are announced within 45 days from the end of the quarter, as stipulated under the listing agreement with the Bombay Stock Exchange Limited.
- Newspapers wherein normally published: Yes
- Any Website, wherein displayed: Yes (www.netvistait.com)

GENERAL SHAREHOLDER INFORMATION:**(a) AGM date, time and venue:**

Annual General Meeting will be held on Friday, the 30th September, 2016 at 12.00 P.M. at – 407, Royal Crescent, Andheri West, Mumbai-400053.

Copy of Notice of Annual General Meeting and Annual Report are available on Company Website.

(b) Date of Book Closure: 24th September, 2016 to 30th September, 2016 (Both days Inclusive)

(c) Financial Year: 1st April to 31st March.

(d) Tentative Calendar for financial year 1st April, 2016 to 31st March, 2017:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2017 are as follows:

Financial Result for the Quarter Ended 30th June, 2016	14/08/ 2016
Financial Result for the Quarter and half year Ended 30th Sep., 2016	14/11/ 2016
Financial Result for the Quarter Ended 31 st December, 2016	14/02/ 2017
Financial Result for the Quarter and year Ended 31 st March, 2017	30/05/2017

(e) **Stock Exchanges where securities are listed:** Bombay Stock Exchange Limited (BSE)
National Stock Exchange Limited (NSE)

(f) **Scrip code:** 530811 (BSE)
NETVISTAIT (NSE)

(g) **ISIN:** INE738A01017

(h) **Corporate Identity Number:** L15200MH1999PLC117958

(i) **Registrar and Transfer Agent:** Adroit Corporate Services Pvt. Ltd
19/20 Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Andheri (E), Mumbai - 400059

(j) **Share Transfer Systems:** info@adroitcorporate.com

The Shares received for transfer in physical mode are registered and returned within a period of 15 Days from the date of receipts if the documents are clear in all respect.

(k) Dematerialization of shares and liquidity: 1,10,70,324 shares (81.43%)

(l) **Investor Correspondence:** For any assistance regarding share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company. Please write to RTA of the Company:

M/s Adroit Corporate Services Pvt. Ltd

19/20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka,
Andheri (E), Mumbai, Maharashtra, 400059

Tel.: 022 - 42270400 / 28596060 / 28594060; E-mail: info@adroitcorporate.com

(m) Outstanding ADRs / GDRs: The Company has not issued any ADR / GDR.

(n) Distribution of Shareholding and Shareholding Pattern as on 31st March, 2016:**(1) Distribution of Shareholding as on 31st March, 2016:**

Share Holding of Nominal Value of Shares		Share Holders		Share Amount	
Rs.	Rs.	Number	% of Total Nos.	In Rs.	% of Total Amount
	(1)	(2)	(3)	(4)	(5)
Up to	5000	5345	7.18	11996110	8.82
5001	10000	970	13.10	8617880	6.34
10001	20000	437	5.90	7057780	5.19
20001	30000	186	2.51	4874880	3.59
30001	40000	85	1.15	3082070	2.27
40001	50000	101	1.36	4884390	3.59
50001	100000	144	1.94	10725250	7.89
100001	& Above	137	1.85	84714640	62.31
Total		7405	100	135953000	100

(2) Share Holding Pattern as on 31.03.2016:

Category	No. of Shares held	% to Total Shares
Promoter Group	14,43,521	10.62
Mutual Funds and UTI	31500	0.23
Banks & Financial institutions & Insurance Companies etc.	282021	2.07
Venture Capital Funds	0	0
Corporate Bodies	1104014	8.12
General Public	10058439	73.98
NRIs / OCBs	675805	4.97
HUF	0	0
Clearing Members	0	0
TOTAL	13595300	100.00

k) Address for Correspondence: The Company's Registered Office is situated at -

NETVISTA VENTURE LIMITED (Formerly Known as Netvista Information technology Limited)

26, Diamond Plaza, Poddar road, Malad East, Mumbai - 400 097

Phone no - 022-65123377

E-Mail: netvistaltd@gmail.com

Website: www.netvistait.com

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members of
NETVISTA VENTURE LIMITED
(Formerly Known as Netvista Information technology Limited)
26, Diamond Plaza, Poddar road,
Malad East, Mumbai - 400 097,

We have reviewed the implementation of Corporate Governance procedures by M/s **NETVISTA VENTURE LIMITED (Formerly Known as Netvista Information technology Limited)** during the year ended 31st March, 2016, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

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

On the basis of our review and according to the information and explanations given to us, the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with the Stock Exchanges in all material respects. There were no investors grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

For **J H GHUMARA & CO,**
CHARTERED ACCOUNTANTS
FRN: 103185W

Sd/-
J H GHUMARA
PARTER
Membership No. 14320

Place: Mumbai
Date: 30.05.2016

INDEPENDENT AUDITOR'S REPORT

To the Members of Netvista Venture Ltd (Formerly Netvista Information Technology Ltd)

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Management is responsible for maintenance of adequate accounting records for safeguarding the assets and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent. This includes the design, implementation and maintenance of internal control, 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, which have been used for the purpose of preparation of the financial statements by the Directors.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the provisions of the Act, the accounting and auditing standards issued by Institute of Chartered Accountants of India and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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, of the State of Affairs as at 31st March, 2016, Profit & Loss Account for the year ended on that date and of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the **Annexure 'A'** a statement on the matters specified in the said Order.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books.
 - (c) The Balance Sheet and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet and Statement of Profit & Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 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 B'**
 - (g) In our Opinion and to the best of our Information and explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - 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; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii) There has not been an occasion in case of the Company during the year under Report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

**ANNEXURE A TO THE INDEPENDENT AUDITORS REPORT OF NETVISTA VENTURE LTD
(FORMERLY NETVISTA INFORMATION TECHNOLOGY LTD) YEAR ENDED 31ST MARCH,
2016**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regards to size of the company and nature of its assets. As informed to us by the management, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company

- (ii) The Company does not have inventory and therefore clauses (ii) of the Order relating to physical verification and maintenance of proper records of the inventory are not applicable to the Company.
- (iii) Based on the examination of the records of the Company and information and explanation provided to us, the Company has not granted any secured or unsecured loans to parties covered in the register maintained under section 189 of the Companies Act 2013 and so clause iii (a), (b) & (c) of the Order are not applicable to the Company.
- (iv) Based on the examination of the records of the Company and information and explanation provided to us, provisions of Section 185 and 186 of the Companies Act, 2013 with regards to loans, Investments, and Guarantees are duly complied with.
- (v) The company has not accepted any Public deposits covered u/s. 73 to 76 of the Companies Act, 2013.
- (vi) According to the information and explanation provided by the management the company is not engaged in production, processing, manufacturing or mining activities. Hence the provisions of section 148(1) do not apply the company. Hence in our opinion no comment on maintenance of cost records u/s 148(1) is required.
- (vii) (a) According to the records of the company, undisputed statutory dues namely Provident Fund has not been regularly deposited with the appropriate authorities and there has been a serious delay in payment of the same. Other Undisputed Statutory dues namely Employees' State Insurance, Income Tax, Service tax, cess and other material statutory dues have been *generally* regularly deposited with the appropriate authorities and there are no arrears of outstanding statutory dues for a period of more than six months from the date they became payable. The provisions relating to sales tax, wealth tax, duty of customs, excise duty and value added tax are not applicable to the Company.
(b) According to the information and explanation given to us, there are no dues of Income tax, Sales Tax, Wealth tax, Service Tax, Custom Duty, Excise Duty, Value added tax or Cess that have not been deposited on account of any dispute.
(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- (viii) Based on the examination of the records of the Company and information and explanation provided to us, the Company has not defaulted in repayment of dues to financial institutions and banks. The Company has not availed loans from debenture holders
- (ix) On the basis of audit procedure and according to the information and explanations given to us, company has not raised money by way of initial public offer or further public offer (including debt instruments) and taken term loans during the year by the Company. Accordingly, paragraph (ix) of the Order is not applicable.

- (x) During the year, as per information and explanations provided to us, no cases of Frauds by the Company or on the Company by its Officers or Employees are noticed or reported during the course of our Audit
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule C of the Companies Act 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

ANNEXURE B**TO THE INDEPENDENT AUDITOR'S REPORT OF NETVISTA VENTURE LTD (FORMERLY NETVISTA INFORMATION TECHNOLOGY LTD) YEAR ENDED 31ST MARCH, 2016****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

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

Management's Responsibility for Internal Financial Controls

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

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

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.

Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial controls over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 2016

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the company and the disclaimer does not affect our opinion on the financial statements of the company.

For **J.H. Ghumara & Co**
Chartered Accountants
Firm Registration No. 103185W

Sd/-
(J H Ghumara)
Proprietor
Mumbai

Date: 30/05/2015
M. No. 14320

NETVISTA VENTURE LTD(Formerly NETVISTA INFORMATION TECHNOLOGY LIMITED)					
Balance Sheet as at 31st March 2016					
Particulars	Note	March 31, 2016		March 31, 2015	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share capital	3	13,59,53,000		13,59,53,000	
Share Premium Reserve		28,07,000		28,07,000	
(b) Reserves and surplus	4	<u>(12,35,35,296)</u>	1,52,24,704	<u>(12,45,15,435)</u>	1,42,44,565
(2) Share application money pending allotment	5		-		-
(3) Non-current liabilities					
(a) Long-term borrowings		65,00,000		65,00,000	
(b) Deferred tax liabilities (Net)		<u>69,394</u>	65,69,394	<u>-</u>	65,00,000
(4) Current liabilities					
(a) Trade payables	6	39,46,284		18,76,200	
(b) Other current liabilities	7	4,98,090		3,17,077	
(c) Short-term provisions	8	<u>-</u>	44,44,374	<u>-</u>	21,93,277
Total			<u>2,62,38,472</u>		<u>2,29,37,842</u>
II. ASSETS					
(1) Non-current assets					
(a) Fixed Assets					
(i) Tangible assets	9	11,60,768		29,87,650	
(ii) Intangible assets		<u>-</u>	11,60,768	<u>-</u>	29,87,650
(b) Non-current investments	10		81,69,049		81,69,049
(c) Deferred tax assets (net)	11				-
(d) Long-term loans and advances	12				
(e) Other non-current assets			-		-
(2) Current Assets					
(a) Trade receivables		1,07,09,955		56,45,300	
(b) Cash and cash equivalents	13	1,98,700		1,35,843	
(c) other current assets		-		-	
(d) Short-term loans and advances	12	<u>60,00,000</u>	1,69,08,655	<u>60,00,000</u>	1,17,81,143
Total			<u>2,62,38,472</u>		<u>2,29,37,842</u>
Summary of significant accounting policy	2				
The accompanying notes are an integral part of the financial statements					
For J.H. Ghumara & Co Chartered Accountants Firm Registration No. 103185W		For and on behalf of the Board NETVISTA VENTURE LIMITED (Formerly Netvista Information Technology Limited)			
Sd/-		Sd/-		Sd/-	
J.H. Ghumara Proprietor Membership No. : 14320 Date: 30/05/2016		Hiren N Patel Director		Alpesh H Shah Director	
			Place: Mumbai		Date: 30/05/2016

NETVISTA VENTURE LTD(Formerly NETVISTA INFORMATION TECHNOLOGY LIMITED)				
Statement for Profit and Loss for 12 months ended March 31 2016				
Particulars	Note	March 31, 2016	March 31, 2015	
		Rupees	Rupees	
REVENUE:				
Revenue from operations	14	5,83,77,034	5,11,88,910	
Other income	15	-	2,62,000	
Total Revenue		5,83,77,034	5,14,50,910	
EXPENSES:				
Direct Expenses	16	5,59,27,123	4,91,25,471	
Employee cost	17	7,01,000	6,20,000	
Finance costs	18	-	2,57,000	
Depreciation and amortization expenses	9	5,18,772	8,19,250	
Other Expenses	19	1,65,000		
Total Expenses		5,73,11,895	5,08,21,721	
Profit before exceptional items		10,65,139	6,29,189	
Exceptional Items	20	-	-	
Profit before tax		10,65,139	6,29,189	
Tax Expenses				
Current Tax		85,000	1,35,000	
Deferred Tax	21	-	-	
		85,000	1,35,000	
Profit for the year		9,80,139	4,94,189	
XII. Profit (Loss) for the period from discontinuing operations		-	-	
XIII. Tax expense of discontinuing operations		-	-	
XIV. Profit (Loss) for the period from discontinuing operations (after tax) (XII -XIII)		-	-	
XV. Profit (Loss) for the period (XI + XIV)		9,80,139	4,94,189	
	22.1			
XVI. Earnings Per equity share (nominal value of shares Rs 10):				
(1) Basic		0.07	0.04	
(2) Diluted		0.07	0.04	
Summary of significant accounting policy	2			
The accompanying notes are an integral part of the financial statements				
For J.H. Ghumara & Co		For and on behalf of the Board		
Chartered Accountants		NETVISTA VENTURE LIMITED		
Firm Registration No. 103185W		(Formerly Netvista Information Technology Limited)		
Sd/-		Sd/-	Sd/-	
J.H. Ghumara		Hiren N Patel	Alpesh H Shah	
Proprietor		Director	Director	
Membership No. : 14320		Place: Mumbai		
Place: Mumbai		Date: 30/05/2016		
Date: 30/05/2016				

NETVISTA VENTURE LTD(Formerly NETVISTA INFORMATION TECHNOLOGY LIMITED)**Notes forming part of the financial statements**

Note	Particulars
1	<p>Corporate information</p> <p>Netvista Venture Limited(Formerly Netvista Information Technology Limited) is a public company domiciled in India and incorporated under The Companies Act, 1956 and listed on BSE and NSE. This is the twenty second year of operation of company. The company is engaged in the business of providing IT services, Media Services, Trading and Infraconstruction . Its principal place of business is at 26, Diamond Plaza, Malad E, Mumbai -400097</p>
2	<p>Significant accounting policies</p> <p>2.1 Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013 ('the Act'), read together with paragraph 7 of the Companies (Accounts) Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.</p> <p>2.2 Depreciation and amortisation</p> <p>Depreciation has been provided on the WDV method as per the rates prescribed in Schedule XIV to the Companies Act, 2013</p> <p>2.3 Revenue recognition</p> <p>The Company follows accrual method of accounting for all significant items of expenses and income.</p> <p>2.4 Tangible fixed assets</p> <p>Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.</p> <p>2.5 Foreign currency transactions and translations</p> <p>Foreign currency translation in respect of revenue items are stated at actual rates transacted and in respect of balance sheet items converted at relevant rates as at the end of the accounting year followed.</p> <p>2.6 Earnings per share</p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.</p>

Note 2 Significant accounting policies (contd.)	
Note	Particulars
2.7	Taxes on income a) In the current year, No provision for Income Tax is made.
2.8	Provisions and contingencies Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed on the basis of information available with the Company.
2.9	Insurance claims Insurance Claims are accounted for on the basis of actual loss assessed, as and when finally settled and received.
2.10	Balances with third parties Balances of Sundry Debtors, Creditors, Loans, Deposits, Advances are subject to confirmation reconciliation and adjustments, if any.
2.11	The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

NETVISTA VENTURE LTD(Formerly NETVISTA INFORMATION TECHNOLOGY LIMITED**NOTES TO FINANCIAL STATEMENTS FOR PERIOD ENDED March 31, 2016***(All amount in Rupees, unless otherwise mentioned)***Note 3: Share Capital**

	<u>March 31, 2016</u>	<u>March 31, 2015</u>
Authorized Shares		
15,000,000 (March 31, 2015: 15,000,000) equity shares of Rs. 10/- each	15,00,00,000	15,00,00,000
	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued, Subscribed and fully paid-up shares		
13595300 (March 31, 2015: 13595300) equity shares of Rs. 10/- each	13,59,53,000	13,59,53,000
Total issued, subscribed and fully paid-up share capital	<u>13,59,53,000</u>	<u>13,59,53,000</u>

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	<u>March 31, 2015</u>		<u>March 31, 2015</u>	
	<u>No. of Shares</u>	<u>Amount</u>	<u>No. of Shares</u>	<u>Amount</u>
At the beginning of the period	1,35,95,300	13,59,53,000	1,35,95,300	1,35,95,300
Issued during the period - Preferential allotment		-		-
Outstanding at the end of the period	<u>13,59,53,000</u>	<u>13,59,53,000</u>	<u>13,59,53,000</u>	<u>13,59,53,000</u>

b) Details of Shareholders holding more than 5% shares in the Company

	<u>March 31, 2015</u>		<u>March 31, 2015</u>	
	<u>No. of Shares</u>	<u>% holding in the class</u>	<u>No. of Shares</u>	<u>% holding in the class</u>
Equity shares of Rs. 10 each fully paid				
DATTATRAYA KADIKAR	1403500	10.32%	1403500	10.32%
Hiren Patel	14,39,800	10.59%	14,39,800	10.59%

c) Share Application money

Equity Shares	<u>March 31, 2015</u>		<u>March 31, 2015</u>	
	<u>No. of Shares</u>	<u>Amount (Rs.)</u>	<u>No. of Shares</u>	<u>Amount (Rs.)</u>
At the beginning of the period	1,35,95,300	13,59,53,000	1,35,95,300	13,59,53,000
Application money received during the period		-		-
Issued during the period - Preferential allotment		-		-
Outstanding at the end of the period	<u>1,35,95,300</u>	<u>13,59,53,000</u>	<u>1,35,95,300</u>	<u>13,59,53,000</u>

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 4: Reserves and Surplus

	<u>March 31, 2015</u>	<u>March 31, 2015</u>
Share premium reserves	28,07,000	28,07,000
Profit and Loss Account		
Opening Balance	(12,45,15,435)	(12,50,09,624)
Transferred from Statement of Profit and Loss	9,80,139	4,94,189
	<u>(12,35,35,296)</u>	<u>(12,45,15,435)</u>
TOTAL	<u>(12,07,28,296)</u>	<u>(12,17,08,435)</u>

Note 5: Long Term Borrowings

	<u>Non - current portion</u>		<u>Non - current portion</u>	
	<u>March 31, 2015</u>	<u>June 30, 2013</u>	<u>March 31, 2015</u>	<u>June 30, 2013</u>
Term loans				
Indian rupee loan from banks (Secured)	-	-	-	-
From financial institutions (Secured)				
Indian rupee loan from banks (Unsecured)	-	-	-	-
India Rupee Loan from others(Unsecured)	65,00,000	-	65,00,000	-
	<u>65,00,000</u>	<u>-</u>	<u>65,00,000</u>	<u>-</u>

Note 6: Trade Payables	March 31, 2015		March 31, 2015	
Dues for Service	39,46,284		18,76,200	
TOTAL	-		-	
Note 7: Other current Liabilities	March 31, 2015		March 31, 2015	
Other liabilities	4,98,090		3,17,077	
TOTAL	4,98,090		3,17,077	
Note 8: Short Term Provisions	March 31, 2015		March 31, 2015	
Provision for Income Tax - F.Y. 2010-2011(Net of Advance tax & TDS: Rs . NIL)	-		-	
Provision for Income Tax - F.Y. 2011-2012(Net of TDS of Rs.73057/-)	-		-	
TOTAL	-		-	
Note 10: Non-current Investments	March 31, 2015		March 31, 2015	
Trade Investments (valued at cost)				
Unquoted equity instruments				
20,000 (31 March 2015: 20,000) Equity shares of Rs. 100 each fully paid-up in Shrinathji spintex Private Limited Malhotra	20,00,000		20,00,000	
2500 (31 March 2015: 2500) Equity shares of Rs. 100 each fully paid-up in Samarth Hydraulics Private Limited	30,00,000		30,00,000	
3100 equity shares ofRs 10/- each of IPCL	25,00,000		25,00,000	
11200 Equity Shares of Rs10/- each of Organic Coating Ltd.	67,311		67,311	
Templeton India Treasury Management	3,36,000		3,36,000	
	2,65,738		2,65,738	
	81,69,049		81,69,049	
Aggregate amount of investments	81,69,049		81,69,049	
Debtors	1,07,09,955		56,45,300	
Note 11: Deferred Tax Assets / (Liabilities)	March 31, 2015		March 31, 2015	
Opening Balance				
On account of disallowances- Preliminary Expenses	-		-	
TOTAL	(69,394)		-	
Note 12: Loans and Advances	Non - current		Non - current	
	March 31, 2015	June 30, 2014	March 31, 2015	June 30, 2014
Business advances	60,00,000	60,00,000	60,00,000	73,95,000
Total	60,00,000	60,00,000	60,00,000	73,95,000
Loans and advances due by directors or other officers,etc.	Non - current		Non - current	
	March 31, 2015	June 30, 2014	March 31, 2015	June 30, 2014
Business Advances include				
Dues from Others				
Dues from relatives of Directors				
Note 13: Cash and bank balances	Non - current		Non - current	
	March 31, 2015	June 30, 2014	March 31, 2015	June 30, 2014
Cash and cash equivalents				
Balances with banks:				
On current accounts	1675900	12343	12343	9,27,298
Cash on hand	198700	123500	123500	2,00,000
Total	1,98,700	1,35,843	1,35,843	11,27,298

Note 14: Revenue from Operations		
	March 31, 2015	March 31, 2015
IT	43,00,234	54,25,600
Media	4,24,61,900	1,85,20,900
Trading	1,12,70,000	2,66,42,410
Infraprojects	3,44,900	6,00,000
TOTAL	5,83,77,034	5,11,88,910
Note 15: Other Income		
	March 31, 2015	March 31, 2015
other income		2,62,000
TOTAL		2,62,000
Note 16: Direct Expenses		
	March 31, 2015	March 31, 2015
IT	41,04,675	52,01,000
Media	4,09,97,346	1,77,28,581
Trading	1,05,01,300	2,56,20,890
Infraprojects	3,23,802	5,75,000
TOTAL	5,59,27,123	4,91,25,471
Note 17: Employee costs		
	March 31, 2015	March 31, 2015
Salary	7,01,000	6,20,000
TOTAL	7,01,000	6,20,000
Note 18: Finance Costs		
	March 31, 2015	March 31, 2015
Bank Charges	-	-
Interest on loans		2,57,000
TOTAL		2,57,000
Note 19: Other Expenses		
	March 31, 2015	March 31, 2015
Other office & administration expenses		24382
Other expenses		20,000
Payment to Auditors:		5,618
As auditors- Statutory Audit		
Legal & professional charges		
TOTAL	1,65,000	4,45,000
Note 20: Exceptional Items		
	March 31, 2015	March 31, 2015
Diminution of Investments	-	-
Assets written off		-
TOTAL	-	-
Note 21: Deferred Tax Assets / (Liabilities)		
	March 31, 2015	March 31, 2015
On account of disallowances	(69,394)	-
TOTAL	(69,394)	-
Note 22: Earnings Per Equity Share		
	March 31, 2015	March 31, 2015
Net Profit available for equity shareholders (Numerator used for calculation)	9,80,139	4,94,189
Weighted Average No. of equity shares (Used as denominator for calculating EPS)	1,35,95,300	1,35,95,300
Basic and Diluted Earnings per share (Rs.) (Equity Share of face value of Rs. 10 each)	0.07	0.04

Attendance Slip

NETVISTA VENTURE LIMITED
(Formerly known as Netvista Information technology Limited)

CIN: L15200MH1999PLC117958

26, Diamond plaza, Ground Floor, Poddar Road, Malad east, Mumbai MH - 400097

Tel: 022- 25800009, Fax: 022 25800009 .

Email Id: netvistaltd@gmail.com Website: www.netvistait.com

DP ID - Client ID/ Folio No	
Name & Address of Sole	
Member Name of Joint Holder(s), If any (In Block Letters)	
No. of shares held	

I certify that I am a member / proxy of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Friday, 30 September, 2016 at 12.00 noon at 407, Royal Crescent, Andheri West, Mumbai-400053.

Member's/ Proxy's
Signature

----- Cut Here -----

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	PAN / Seq. No

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting starts from Tuesday, 27th September, 2016 from 9:00 A.M. and ends on Thursday 29th September, 2016 at 5.00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

Note: *Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.*

PROXY FORM - MGT-11

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

CIN: L15200MH1999PLC117958

Name of the Company: NETVISTA VENTURE LIMITED (Formerly known as Netvista Information technology Limited)

Registered Office: 26, Diamond plaza, Ground Floor, Poddar Road, Malad east, Mumbai - 400097.

Name of the Member (s): _____
 Registered address: _____ E-mail
 Id: _____ DP ID No.* _____ Client ID No.* _____ I / We,
 being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

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

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

3. Name: _____
 Address: _____ E-mail Id
 : _____ Signature:
 _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, September 30, 2016, at 12:00 noon at 407, Royal Crescent, Andheri West, Mumbai - 400053 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No:	For	Against
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon		
To appoint a Director in place of Mr. Alpesh Himatlal Shah (DIN: 05336663) who retires by rotation and being eligible, has offered himself for re-appointment		
Ratification of appointment of auditors		

Signed this ____ day of _____, 2016

Signature of shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp Of Re. 1/
--

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced "Green Initiative" by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Shareholders who have registered their E-mail addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of NETVISTA VENTURE LIMITED (Formerly known as Netvista Information technology Limited).

We therefore invite all our Shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode.

Let's be part of this 'Green Initiative'!

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

Best Regards,
Sd/-
Hirenkumar Patel
Managing Director

E-COMMUNICATION REGISTRATION FORM				
Folio No./ DP ID and Client ID: _____				
Name	of	1st	Registered	Holder:

Name of Joint Holder(s) : _____				
Registered Address: _____				
E-mail ID(to be registered) : _____				
<p>I/ We Shareholder(s) of NETVISTA VENTURE LIMITED (Formerly known as Netvista Information technology Limited) agree to receive communication from the Company in electronic mode. Please register my above E-mail address in your records for sending communication through E-mail.</p>				
Date: _____ Signature: _____				

Note: Shareholder(s) are requested to provide the E-mail ID very carefully, as all the communication from the Company shall be sent to the E-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.

Dear Member,

Subject: Voting through electronic means (E-voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to offer E-voting facility to members so as to cast vote electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Friday, September 30, 2016 at **407, Royal Crescent, Andheri West, Mumbai - 400053**.

The Company has engaged Central Depository Services (India) Limited to provide the E-voting facility. The E-voting facility is available at the link www.evotingindia.com

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password/ PIN

Electronic Voting Sequence Number (EVSN) User ID Password/ PIN The voting starts from Saturday, 27th September, 2016 from 9:00 A.M. and ends on Monday 29th September, 2016 at 5.00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

The cut-off date for the purpose of E-voting is 22th September, 2016. During the E-voting period, all members of the Company holding shares in any form i.e. Physical or De materialized may cast their vote electronically. Members desiring to exercise remote E-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the AGM.

This communication is an integral part of the Notice dated September 2, 2016, for convening the Twenty Third Annual General Meeting of the Company.