

**NOTICE OF 20TH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **20TH ANNUAL GENERAL MEETING** of the Members of (**Formerly known as SAARC NET LIMITED**) will be held at 179, SAHAJANAND ESTATES, B/H. LALJI MULJI TRANSPORT, SARKHEJ, AHMEDABAD, GUJARAT, INDIA on Tuesday, 29th day of September, 2015 at 11:00 A. M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2015** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of MR. MAHENDRA SOLANKI, who retires by rotation and being eligible offers himself for reappointment

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION**:  
"RESOLVED THAT pursuant to the provisions of Section 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W), in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors, (M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

**By Order of the Board  
For, STERLING WEBNET LIMITED**

**PLACE: AHMEDABAD**

**DATE: 28.08.2015**

**Sd/-  
(MAHENDRA SOLANKI)  
CHAIRMAN**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2015 to 29th September, 2015.
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be re-appointed is given in the annexure to the Notice.
6. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting
7. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/S Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
8. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.

9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
11. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
12. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/S Satellite Corporate Services Pvt. Ltd by mail at [service@satellitecorporate.com](mailto:service@satellitecorporate.com) and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
13. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Mahendra Solanki is Director of the Company. He has rich experience in the field of MARKETING and HR. He has been associated with the Company w.e.f. 15.01.2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Mahendra Solanki retires by rotation and being eligible offers himself for re-appointment.

#### VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members. The instructions for members for voting electronically are as under:-

##### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "STERLING WEBNET LIMITED" From the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
  - 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) -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 last 8 digits of the demat account/folio number in the PAN field. -In case the folio 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 folio number 100 then enter RA00000100 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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. -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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <STERLING WEBNET LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 26.09.2015 AT 09.00 A.M. and ends on 28.09.2015 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed CA SHANKAR PRASAD BHAGAT, Chartered Accountant (in whole-time Practice) as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

**ITEM NO. 3**

Accordance with the provisions of sections 139, and other applicable provision if any of the Companies Act, 2013 and rules there under, the said appointment would require the approval its shareholders in General Meeting by way of Special Resolution and company has also received a Special Notice under sector 140 (4) from the member of the company proposing such appointment at the ensuing Annual General Meeting.

Therefore, your company seeks your approval to appoint M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W) in place of existing auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting

None of the Directors or KMP or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise in the resolution at item no 3 of the accompanying notice.

The Board recommends the resolution at Item No. 3 to be passed as an ordinary resolution.

**By Order of the Board  
For, STERLING WEBNET LIMITED**

**PLACE: AHMEDABAD  
DATE: 28.08.2015**

**Sd/-  
(MAHENDRA SOLANKI)  
CHAIRMAN**

**DIRECTORS' REPORT**

*Dear Shareholders,*

Your Directors here by present the 20th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2015**.

**FINANCIAL RESULTS:**

Particulars	[Amount in Rupees]	
	Financial Year 2014-15	Financial Year 2013-14
Other Income	857665	844493
Total Expenses	678564	601106
Profit (Loss) before Tax and Extra Ordinary Items	179101	243387
Tax expense	55000	82300
Net Profit (Loss) after Tax & adjustments	124101	161087
Earning per equity share:	0.00	0.00

**BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:**

The Company does not have any significant business activity except other income and not carried out any business during the year under review.

**DIVIDEND:**

The board of director of the company do not recommended any dividend during the year.

**TRANSFER TO RESERVES:**

The Company has not transferred any amount to Reserves for the period under review.

**SHARE CAPITAL:**

The issued, subscribed and paid up capital of the Company is Rs 57948000 divided into 57948000 equity shares of Rs 1/- each. There has been no change in the share capital of the Company during the year.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

The Company does not have any subsidiary, associate companies & joint ventures.

**FIXED DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

**SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:**

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Companies Act, 2013, MAHENDRA SOLANKI retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**MEETINGS:**

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year six number of Board meetings were held. The dates of the Board Meetings were 30.05.2014, 06.08.2014, 26.08.2014, 11.11.2014, 11.02.2015 and 27.02.2015 Attendance record of Directors attending the Board meetings and Annual General Meetings:

Name of the Director	No. of Board Meetings		Last AGM attendance
	Held	Attended	29.09.2014
ANIL MISTRY	6	6	Yes
MAHENDRA SOLANKI	6	6	Yes
VINOD PORWAL	6	2	No
SAGAR JAIN Resigned as on 01.08.2014	6	0	No
None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.			

**AUDIT COMMITTEE**

The role, terms of reference, authority and powers of the audit committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

**Role/ Functions of the Committee:**

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

**Powers of the Committee:**

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

The Audit Committee of the Company presently comprises of three Directors being ANIL MISTRY, MAHENDRA SOLANKI and VINOD PORWAL.

During the year the Audit Committee met 4 times on 30.05.2014, 06.08.2014, 11.11.2014 and 11.02.2015 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
ANIL MISTRY	4	4
MAHENDRA SOLANKI	4	4
VINOD PORWAL	4	2

**NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 30.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being ANIL MISTRY, MAHENDRA SOLANKI and VINOD PORWAL.

**The following is the terms of reference of Nomination and Remuneration Committee:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**Nomination and Remuneration Policy:**

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

This committee presently consists of three directors namely, ANIL MISTRY, MAHENDRA SOLANKI and VINOD PORWAL. During the year two meetings were held on 30.05.2014 and 11.02.2015

**BOARD EVALUATION:**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

**REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:**

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

**AUDITORS AND AUDITORS' REPORT:**

M/S. BIPIN & CO., CHARTERED ACCOUNTANTS, VADODARA (FRN 101509W), in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) and hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Ms. SHUBHAM AGARAWAL, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

**QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:**

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	The Company has decided not to opt for compliance of Clause 49 for the time being.	The paid up capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance clause. The Company has decided not to opt for compliance of Clause 49 for the time being.
b)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
c)	Updating of website with regard to various policies is pending.	The company will take necessary steps to update website with regard to various policies which are pending.
d)	The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
e)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
f)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
g)	The company has not maintained the attendance register for Board and committee meeting.	The company will take necessary steps to maintain the attendance register for board and committee meetings.
h)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
i)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.
j)	As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.	The Company is in process for appointing of Women Director and once suitable and if any willing candidate agrees to join the Company.

**COST AUDITOR AND COST AUDIT REPORT:**

Cost Audit is not applicable to your Company.

**INTERNAL CONTROL SYSTEMS:**

As there is no significant business activities hence there was no systems set up for Internal Controls.

**EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.



**CORPORATE GOVERNANCE REPORT:**

SEBI vide its circular no. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 had amended Clause 49 and made it applicable to all the listed Companies. Further, SEBI vide its circular no. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 had made the Clause 49 on Corporate Governance non-mandatory to the following class of Companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crores and Net worth not exceeding Rs.25 crores, as on the last day of the previous financial year;  
Provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.
- b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

Accordingly the paid up capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance clause. The Company has decided not to opt for compliance of Clause 49 for the time being.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

**PARTICULARS OF EMPLOYEES:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Since there are no women employees in the Company hence no comments

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

**BUSINESS RISK MANAGEMENT:**

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for:

- a. Government Policies
- b. Human Resource Risk

**VIGIL MECHANISM**

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board  
For, STERLING WEBNET LIMITED**

**PLACE: AHMEDABAD**

**DATE: 28.08.2015**

Sd/-  
(MAHENDRA SOLANKI)  
CHAIRMAN

**Annexure to Director's Report****MANAGEMENT DISCUSSION ANALYSIS REPORT**

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**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

**2. OVERALL REVIEW:**

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

**3. RISK AND CONCERNS:**

The Company's future development would depend upon the commencement of its operational activities

**4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company did not carry out any activity.

**6. CAUTIONARY STATEMENT:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

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

To,  
The Members,  
**STERLING WEBNET LIMITED**  
AHMEDABAD

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. STERLING WEBNET LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i) The Companies Act, 1956 (the Old Act) and the rules made thereunder;
- ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v) The provisions of the following Acts, Rules, Regulations and Guidelines were not applicable to the Company during the year under report:
  - (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (c) 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;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
  - (g) The Securities and Exchange Board of India (Issue of Sweat Equity) Regulations, 2002
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards. Major heads/groups of Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:
  - (i) Acts prescribed under prevention and control of pollution;
  - (ii) Acts prescribed under environmental protection;
  - (iii) Such other Local laws etc. as may be applicable in respect of the office of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Come in to the force as on 01.07.2015 hence not applicable to the Company during the audit period as 31.03.2015).
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following qualifications:

- a) **The Company has decided not to opt for compliance of Clause 49 for the time being.**
- b) **Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- c) **Updating of website with regard to various policies is pending.**
- d) **The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- e) **As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- f) **As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- g) **The company has not maintained the attendance register for Board and committee meeting.**
- h) **Statutory Registrar as per companies Act 2013 is yet to be updated.**
- i) **Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**
- j) **As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.**

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

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

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I cannot comment for the same as corresponding documents are not available for inspection.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines. I further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

I further report that during the audit period **Order passed by Stock Exchange (BSE Limited) vide Notice No. 20150818-10 dated 18.08.2015 suspend trading of equity shares with effect from 21.08.2015**

PLACE: BHILWARA

DATE: 28.08.2015

Sd/-  
[SHUBHAM AGARAWAL]  
Company Secretaries  
C. P. NO.: 10640

***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.***

**ANNEXURE-A**

To,  
The Members,  
**STERLING WEBNET LIMITED**  
AHMEDABAD

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

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I 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 and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**PLACE: BHILWARA**  
**DATE: 28.08.2015**

Sd/-  
**[SHUBHAM AGARAWAL]**  
Company Secretaries  
C. P. NO.: 10640

## FORM NO. MGT 9

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

## I. REGISTRATION AND OTHER DETAILS:

CIN	L24230DL1995PLC170660
Registration Date	25/08/1995
Name of the Company	STERLING WEBNET LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address Of The Registered Office And Contact Details	179, SAHAJANAND ESTATES, B/H LALJI MULJI TRANSPORT, SARKHEJ, AHMEDABAD. E mail: <a href="mailto:sterlingwebnetltd@gmail.com">sterlingwebnetltd@gmail.com</a>
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, SONY APT., OPP. ST. JUDE'S HIGH SCHOOL, 90FT ROAD, JARIMARI, SAKINAKA, MUMBAI-400072

## 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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

*The Company does not have any significant business activity except other income and not carried out any business since last 3 to 4 years.*

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

## IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

## i Category-wise Share Holding pattern

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0	0	0	0	0	0
2. Foreign	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = 1+2	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate	18224922	0	18224922	31.45	16899823	0	16899823	29.16	-2.29
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	19666174	151445	19817619	34.20	18694398	150445	18844843	32.52	-1.68

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	17929684	0	17929684	30.94	18122678	0	18122678	31.27	0.33
c) Others (specify)									
-NRI	1750	1970000	1971750	3.40	1750	1971000	1972750	3.40	0.00
-HUF	0	0	0	0.00	2107906	0	2107906	3.64	3.64
-Clearing Member	4025	0	4025	0.01	0	0	0	0.00	-0.01
B) = (B) (1) + (B) (2) + c	55826555	2121445	57948000	100.00	55826555	2121445	57948000	99.99	-0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	55826555	2121445	57948000	100	55826555	2121445	57948000	100	-0.01

### ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding 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	
-----NIL-----								

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no promoter holding hence it is not applicable.*

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year 31.03.2015	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	UPASNA DISTRIBUTERS PVT LTD	5656394	9.76	5656394	9.76
2	BAYSWATER ENTERPRISES PRIVATE LIMITED	4468554	7.71	4468554	7.71
3	PUMARTH PROPERTIES AND HOLDINGS PRIVATE LIMITED	2149680	3.71	2149680	3.71
4	B A KISHORE	2000000	3.45	2000000	3.45
5	SANJAY KUMAR NATHANI & SONS	1420192	2.45	1373000	2.37
6	MANOJ KASLIWAL	1373000	2.37	999900	1.73
7	TEJI-MANDI SECURITIES PRIVATE LTD	800000	1.38	800000	1.38
8	PUMARTH INFRASTRUCTURE PVT LTD	756155	1.30	756155	1.30
9	SNEHLATA KHANDELWAL	725000	1.25	725000	1.25
10	ARIHANT CAPITAL MKT. LTD	686360	1.18	685337	1.18

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*

**V. INDEBTEDNESS:**

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

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
<b>Total (i+ii+iii)</b>	00	00	00	00
<b>Change in Indebtedness during the financial year</b>				
Additions	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
<b>Indebtness at the end of the financial year</b>				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
<b>Total (i+ii+iii)</b>	00	00	00	00

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	NIL

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty			NONE		
Punishment					
Compounding					



**INDEPENDENT AUDITORS' REPORT**

**TO  
THE MEMBERS  
STERLING WEBNET LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of STERLING WEBNET LIMITED, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial 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.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us.

**For, Y. D. & Co**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**PLACE: LUDHIANA**  
**DATE: 30.05.2015**

**Sd/-**  
**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

**ANNEXURE TO THE AUDITORS' REPORT****THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S STERLING WEBNET LIMITED ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015.**

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On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- 1 (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
- (b) The company has disposed off all of its fixed assets during the year and the going concern status of the company is not affected.
- 2 The company does not have any inventory. Hence, clause (ii) (a), (b) & (c) are not applicable to the company.
- 3 As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) & (b) are not applicable to the company.
- 4 In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
- 5 According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
- 6 As informed to us, Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
- 7 In respect of Statutory dues
  - (a) As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year.
  - (b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
  - (c) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company
- 8 The accumulated losses at the end of the financial year are not more than 50% of its net worth and it has not incurred cash loss during the financial year under report and it has also not incurred cash losses in the immediately preceding financial year.
- 9 Based on our audit procedures and according to the information and explanations given to us, there are no loans taken from financial institution, banks or debenture-holders therefore the question of payments does not arise.
- 10 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from Banks or financial institutions.

- 11 The company has not raised any term loans during the year.
- 12 In our opinion and according to the information and explanations given to us, no material fraud on or by the company, has been noticed or reported, during the course of our audit.

**For, Y. D. & CO**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**PLACE: LUDHIANA**  
**DATE: 30.05.2015**

**Sd/-**  
**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

BALANCE SHEET AS AT 31ST MARCH, 2015			
(Amount in Rupees)			
Particulars	Notes	March 31st, 2015	March 31st, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	57948000	57948000
(b) Reserves and Surplus	3	(4242632)	(4366733)
<b><u>(2) Share Application money pending Allotment</u></b>			
		0	0
<b><u>(3) Non-Current Liabilities</u></b>			
		0	0
<b><u>(4) Current Liabilities</u></b>			
(a) Short-Term Borrowings		0	0
(b) Trade Payables	4	4688662	3979498
(c) Other Current Liabilities		0	0
(d) Short-Term Provisions	5	310800	255800
<b>Total Equity &amp; Liabilities</b>		<b>58704830</b>	<b>57816565</b>
<b>II. ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Fixed Assets	6		
(i) Gross Block		0	1180206
(ii) Depreciation		0	1141643
(iii) Net Block		0	38563
(b) Non-current investments	7	10000	10000
(c) Deferred tax assets (net)		435364	435364
(d) Long term loans and advances	8	41335643	40563744
(e) Other non-current assets	9	16427536	16427536
<b><u>(2) Current Assets</u></b>			
(a) Current investments		0	0
(b) Inventories		0	0
(c) Cash and cash equivalents	10	88422	19259
(d) Short-term loans and advances	11	407865	322099
(e) Other current assets		0	0
<b>Total Assets</b>		<b>58704830</b>	<b>57816565</b>
<b>NOTES TO ACCOUNTS</b>			
<b>1 to 23</b>			
Schedules referred to above and notes attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
Sd/-	Sd/-	Sd/-	
(CA RAKESH PURI)	MAHENDRA SOLANKI	ANIL MISTRY	
PARTNER/M. No. 092728	(DIRECTOR)	(DIRECTOR)	
Place: Ludhiana	Place: Delhi		
Date: 30.05.2015	Date: 30.05.2015		

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2014-15	2013-14
I	Revenue from operations		0	0
II	Other Income	12	857665	844493
III	<b>III. Total Revenue (I +II)</b>		<b>857665</b>	<b>844493</b>
IV	<b>Expenses:</b>		0	0
	Cost Of materials consumed		0	0
	Purchase of Stock-in-Trade		0	0
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0	0
	Employee Benefit Expense	13	250000	155000
	Financial Cost		0	0
	Depreciation and Amortization Expense	14	0	25708
	Other Administrative Expenses	15	403564	325398
	<b>Total Expenses (IV)</b>		<b>678564</b>	<b>601106</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>179101</b>	<b>243387</b>
VI	Exceptional Items		0	0
VII	Profit before extraordinary items and tax	(V - VI)	<b>179101</b>	<b>243387</b>
VIII	Extraordinary Items		0	0
IX	Profit before tax (VII - VIII)		<b>179101</b>	<b>243387</b>
X	<b>Tax expense:</b>			
	(1) Current tax		55000	82300
	(2) Deferred tax		0	0
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	<b>124101</b>	<b>161087</b>
XII	Profit/(Loss) from discontinuing operations		0	0
XIII	Tax expense of discounting operations		0	0
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	<b>124101</b>	<b>161087</b>
XV	Profit/(Loss) for the period (XI + XIV)		<b>124101</b>	<b>161087</b>
XVI	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00
<b>NOTES TO ACCOUNTS</b>		<b>1 to 23</b>		
Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement				
This is the Profit & Loss Statement referred to in our Report of even date.				
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD		
<b>CHARTERED ACCOUNTANTS</b>				
Firm Reg. No. 018846 N				
Sd/-	Sd/-	Sd/-		
(CA RAKESH PURI)	MAHENDRA SOLANKI	ANIL MISTRY		
PARTNER/M. No. 092728	(DIRECTOR)	(DIRECTOR)		
Place: Ludhiana	Place: Delhi			
Date: 30.05.2015	Date: 30.05.2015			

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015</b>		
<b>( Amount in Rupees)</b>		
	<b>2014-15</b>	<b>2013-14</b>
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax and Extra Ordinary Items	179101	243387
Prior Period Profit Adjustment	0	691451
Adjustments		
Add: Depreciation & impairment	0	25708
Less: Profit on investments	00	00
<b>Operating Profit before Working Capital Changes</b>	<b>179101</b>	<b>960546</b>
<b>Adjustments for</b>		
(Increase)/Decrease in Loans & Advances	(85766)	(10902)
Increase/(Decrease) in current liabilities & Provision	709164	695398
(Increase)/Decrease in net current assets	623398	684496
<b>Cash generated from Operations</b>	<b>802499</b>	<b>1645042</b>
Direct Taxes paid	0	0
<b>Net cash from Operating Activities</b>	<b>802499</b>	<b>1645042</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Sale of Fixed Asset	38563	0
Profit /(Loss) on investment	0	0
<b>Net cash flow from Investing Activities</b>	<b>38563</b>	<b>0</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from long term Loans & Advances	(771899)	(1645042)
<b>Net cash flow from Financing Activities</b>	<b>(771899)</b>	<b>(1645042)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>	<b>69163</b>	<b>0</b>
Cash & Cash Equivalents at the beginning of the year	19259	19259
Cash & Cash Equivalents at the end of the year	88422	19259
<b>Note: Previous Year figures have been regrouped/rearranged, wherever necessary</b>		
For Y. D. & Co. CHARTERED ACCOUNTANTS Firm Reg. No. 018846 N	FOR AND ON BEHALF OF THE BOARD	
Sd/- (CA RAKESH PURI) PARTNER/M. No. 092728 Place: Ludhiana Date: 30.05.2015	Sd/- MAHENDRA SOLANKI (DIRECTOR) Place: Delhi Date: 30.05.2015	Sd/- ANIL MISTRY (DIRECTOR)

## Notes forming part of the financial Statement

### NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES

**1. Basis of Preparation of Financial Statement:** The Financial Statements have been prepared to comply with all material aspects related to applicability of accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial Statements have been prepared under the historical cost convention on the basis of a going concern. The Company follows mercantile system of accounting and recognized income and expenditure on accrual basis.

**2. Revenue Recognition:** The Company's income consists of income from computer hardware & software business and trading in shares business. The Income from sale of computer hardware is recognized on the basis of transfer of significant risks and rewards to the customer which takes place on the dispatch of the material from the premises of the Company. The income from trading in shares is recognized on the basis of contract note of share broker.

**3. Fixed Assets and Depreciation:**

- Fixed Assets are stated at cost of acquisition and other related expenses less accumulated depreciation.
- Depreciation on assets is provided on Written down Value Method at the rates and in the manner specified in schedule XIV of the Companies Act, 1956. The depreciation on addition and disposal has been charged on prorata basis, if applicable.

**4. Investments:** Investment is stated at cost.

**5. Valuation of Inventory:** Closing Stock of shares and computer hardware are valued at cost, determined on weighted average basis, or net realizable value, whichever is less.

**6. Retirement Benefit:** The provisions of the Provident Fund and Family Pension Fund are not applicable to the Company during the year. The provision for the Gratuity has also not been made as no employee has completed the specified period of service.

**7. Earnings Per Share:** The basic earnings per share is computed by dividing the net profit / (loss) attributable to the equity share holders for the year by the weighted average number of equity shares during the reporting year.

**8. Taxes on Income:** Current Tax on Income is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized subject to the consideration of prudence, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

**9. Impairment of Assets:** The Company identifies impairable assets at every Balance Sheet for the purpose of arriving at impairable loss there on, being the difference between the book value and the recoverable value of the relevant assets. Impairment loss when crystallized is charged against the revenue of the year.

**10. Contingent Liabilities:** There is no contingent Liabilities.

### Note : 2 Share Capital

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	<b>AUTHORIZED CAPITAL</b> 65000000 Equity Shares of Rs. 1/- each	65000000	65000000
		<b>65000000</b>	<b>65000000</b>
2	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b> <b>To the Subscribers of the Memorandum</b> Paid up Share capital by allotment 57948000 Equity Shares of Rs. 1/- each, Fully	57948000	57948000
	<b>Total in</b>	<b>57948000</b>	<b>57948000</b>



**Note : 3 Reserve & Surplus**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Surplus (Profit & Loss Account)	(4242632)	(4366733)
	Balance brought forward from previous year	(4366733)	(5132771)
	Less: Tax on Regular Assessment Paid	0	0
	Less Tax on Prior Period Profits	0	(86500)
	Add: Profit for the period	124101	161087
	Prior Period profit	0	691451
	<b>Total in</b>	<b>(4242632)</b>	<b>(4366733)</b>

**Note : 4 Trades Payable**

1	Trade Payables For Goods	3292914	2548750
2	Trade Payables For Others	1395748	1430748
	<b>Total in</b>	<b>4688662</b>	<b>3979498</b>

**Note : 5 Short Term Provisions**

1	Provision for Taxation	310800	255800
	<b>Total in</b>	<b>310800</b>	<b>255800</b>

**Note : 6 Fixed Asset**

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2015	WDV as on 31.03.2014
1	<u>Tangible Assets</u>											
1	Computer	40%	1180206	0	1180206	0	1141643	0	1141643	0	0	38563
	<b>SUB TOTAL (A)</b>		<b>1180206</b>	<b>0</b>	<b>1180206</b>	<b>0</b>	<b>1141643</b>	<b>0</b>	<b>1141643</b>	<b>0</b>	<b>0</b>	<b>38563</b>
	(Previous Year)		1180206	0	0	1180206	1115935	25708	0	1141643	38563	64271

**Note : 7 Non Current Investment**

1	Investment in NSC	10000	10000
	<b>Total in</b>	<b>10000</b>	<b>10000</b>

**Note : 8 Long Term Loans and Advances**

1	Other Loans & Advances	41335643	40563744
	<b>Total in</b>	<b>41335643</b>	<b>40563744</b>

**Note : 9 Other Non Current Assets**

1	Long Term Trade Receivables		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	11427536	11427536
	c) Doubtful	00	00
2	Others	5000000	5000000
	<b>Total in</b>	<b>16427536</b>	<b>16427536</b>

**Note : 10 Cash & Cash Equivalent**

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Cash Balance	70924	1761
	<b>Sub Total (A)</b>	<b>70924</b>	<b>1761</b>
2	Bank Balance	17498	17498
	<b>Sub Total (B)</b>	<b>17498</b>	<b>17498</b>
	<b>Total [ A + B</b>	<b>88422</b>	<b>19259</b>

**Note :11 Short Terms Loans and Advances**

1	Others	0	0
2	Advance Income Tax/Refund Due & others	407865	322099
	<b>Total in</b>	<b>407865</b>	<b>322099</b>

**Note : 12 Other Income**

1	Interest Income	857665	844493
2	Loss on sale of Investment	0	0
	<b>Total in</b>	<b>857665</b>	<b>844493</b>

**Note :13 Employment Benefit Expenses**

1	Salaries, Bonus, PF & ESIC	275000	250000
	<b>Total in</b>	<b>275000</b>	<b>250000</b>

**Note : 14 Depreciation & Amortised Cost**

1	Depreciation	0	25708
2	Preliminary Expenses W/O	0	0
	<b>Total in</b>	<b>0</b>	<b>25708</b>

**Note : 15 Other Expenses**

1	Auditors Remuneration	10000	10000
2	Conveyance & Travelling Exp.	36000	28500
3	Listing Fees	0	28090
4	Postage & Telegram Exp.	22500	17500
5	Printing & Stationery Exp.	15700	13600
6	Registration Membership Exp.	33708	33708
7	Sundry expenses	52100	64750
8	Books & Periodicals	15000	12500
9	Consultancy Charges	20000	15000
10	RTA Expenses	58456	0
11	Roc Filing Exp	16200	0
12	Office Maintenance	41500	36500
13	Staff Welfare	32000	25650
14	Telephone Exp	18700	6500
15	Travelling Exp	31700	33100
	<b>Total in</b>	<b>403564</b>	<b>325398</b>

**Note 16** There is an Investment of Rs 10,000/- in National Saving Certificate. The investment income has not been accounted for till date and status of Investment in National Saving Certificate is not available.

**Note 17** The balances of Central Bank of India, Punjab National Bank New Delhi, Sundry Debtors, Sundry Creditors, Loan and Advances granted and Loans received are subject to confirmation and reconciliation. In the opinion of the Board, current assets and loans and advances have a value of at least equal to the amounts shown in the Balance Sheet, if realized in the ordinary course of the business.

**Note 18** The Company has not paid any Managerial Remuneration.

**Note 19** Remuneration to Auditors

	Current Year Rs.	Previous Year Rs.
Audit Fees	10000	10000
<b>Total</b>	<b>10000</b>	<b>10000</b>

**Note 20** There are no Micro, Small and Medium Enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006, to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made.

**Note 21** Previous year figures have been regrouped / rearranged / reclassified wherever considered necessary to make them comparable with the current year figures.

**Note 22** Figures have been rounded off to the nearest Rupee.

**Note 23** Earning Per Share: The computation of earning per share is as follows:

	Year ended 31.03.2015	Year ended 31.03.2014
Profit / (Loss) attributable to equity share holders (Rs. In Lacs)	1.24	1.61
Basic weighted average number of shares during the year (Nos.)	5,79,48,000	5,79,48,000
Total Shares issued	5,79,48,000	5,79,48,000
Basic EPS (Rs.)	0.0021	0.0028
Diluted EPS (Rs.)	0.0021	0.0028

**Signature to Notes '1' to '23'**

**As per our report on even date**

For Y. D. & Co.

**CHARTERED ACCOUNTANTS**

Firm Reg. No. 018846 N

**FOR AND ON BEHALF OF THE BOARD**

Sd/-

(CA RAKESH PURI)

PARTNER/M. No. 092728

Place: Ludhiana

Date: 30.05.2015

Sd/-

MAHENDRA SOLANKI

(DIRECTOR)

Place: Delhi

Date: 30.05.2015

Sd/-

ANIL MISTRY

(DIRECTOR)

**ATTENDANCE SLIP****STERLING WEBNET LIMITED**

(Formerly known as SAARC NET LIMITED) CIN: L24230DL1995PLC170660

20TH ANNUAL GENERAL MEETING on 29.09.2015 at 11.00 A.M. at 179, SAHAJANAND ESTATES,  
B/H. LALJI MULJI TRANSPORT, SARKHEJ, AHMEDABAD, GUJARAT, INDIA

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 20th Annual General Meeting of the Company

\_\_\_\_\_  
*Signature of Member/s/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

**PROXY FORM**

**Form No 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	L24230DL1995PLC170660
Name of Company	STERLING WEBNET LIMITED (Formerly known as SAARC NET LIMITED)
Reg. Office Address	36, GOLA MARKET, BEHIND GOLCHA CINEMA, DARYAGANJ, DELHI-110002
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of STERLING WEBNET LIMITED (Formerly known as SAARC NET LIMITED) hereby appoint

Name			
Address			
E mail Id	Signature		

OR FAILING HIM

Name			
Address			
E mail Id	Signature		

OR FAILING HIM

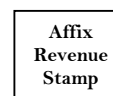
Name			
Address			
E mail Id	Signature		

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 20th Annual General Meeting of the Company to be held on 29.09.2015 at 11:00 a.m. and at any adjournment thereof and respect of such resolution mentioned below:

**BALLOT FORM**

Resolution No.	Resolution	Nature of Resolution	For	Against
<b>Ordinary Business</b>				
01	Adoption of Financial Statements for the year ended 31st March 2015	Ordinary		
02	Re Appointment of Mr. MAHENDRA ATAMARAMBHAI SOLANKI who retires by rotation	Ordinary		
<b>Special Business</b>				
03	Appointment of M/s. Bipin & Co., Chartered Accountants, Vadodara in place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana as auditors of the Company for 2015-16.	Special		

Signed on this .....day of .....2015.



Signature of shareholder ...../ Signature of Proxy .....

**NOTE:**

-The Proxy need NOT be a Member. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.