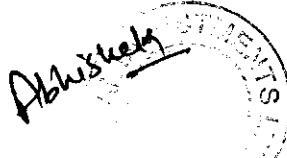



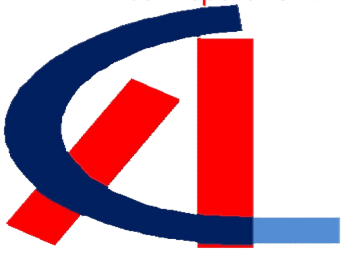


FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

| | | |
|----|--|---|
| 1. | Name of the company | ACHAL INVESTMENTS LIMITED |
| 2. | Annual financial statements for the year ended | 31 st March, 2014 |
| 3. | Type of Audit observation | Un-qualified |
| 4. | Frequency of observation | Not Applicable |
| 5. | To be signed by- | |
| | <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman |     |



ACHAL INVESTMENTS LIMITED

24th ANNUAL REPORT For the Financial Year 2013-2014



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. ABHISHEK KUMAR- Whole-time Director
Mr. ASHOK AGRAWAL- Non executive & Non-Independent Director
Mr. GAJ RAJ SINGH- Non executive & Independent Director
Mr. SHEETAL- Non executive & Independent Director

REGISTERED OFFICE

City Business Center-3606,
IIIrd Floor, Chamber no- 32,
Daryaganj,
New Delhi-110002
Tel: 011-32317170
Email: achalinvest@yahoo.com
Website: www.achalinvest.com

STATUTORY AUDITORS

M/s. Kumar Anoop & Company
Chartered Accountants,
Room No. 220, 2nd Floor,
D 355, Shri Laxmi House,
Viaks Marg, Laxmi Nagar
Delhi- 110092

BANKERS

HDFC Bank Ltd.

CORPORATE IDENTIFICATION NUMBER (CIN)

L65993DL1980PLC010636

REGISTERAR AND SHARE TRANSFER AGENT

M/s Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi - 110 062
Phone: +91-11-2996 1281/83
Fax: +91-11-2996 1284
Email: beetal@rediffmail.com
Website: www.beetalfinancial.com

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| 3. | Corporate Governance Report |
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| 5. | Management Discussion and Analysis |
| 6. | Auditors' Report |
| 7. | Balance Sheet |
| 8. | Profit and Loss Account |
| 9. | Notes on the Balance Sheet & Profit and Loss Account |
| 10. | Cash Flow Statement |
| 11. | Attendance Slip/ Proxy Form |

NOTICE

Notice is hereby given that 24th Annual general meeting of members of M/s. ACHAL INVESTMENTS LIMITED will be held on Monday, the 29th September, 2014 at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi - 110036 at 9.15 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account, Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.
2. To appoint M/s. Kumar Anoop & Co., Chartered Accountants (Firm Registration Number 021412N) as statutory auditors of the Company and fix their remuneration.

"RESOLVED THAT M/s. Kumar Anoop & Co. (Firm Registration Number 021412N with the Institute of Chartered Accountants of India) be and is hereby re-appointed as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by Audit committee / Board of Directors in consultation with the Auditors."

3. To appoint a Director in place of Mr. Ashok Agrawal who retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the Subject to Listing Agreement of the Stock Exchanges and Securities Contracts (Regulations) Act, 1956 and provision of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Articles of Association of the Company, and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate Authorities or Bodies, one Equity share of the Company having a Face Value of Rs 10/- (Rupees Ten) each be sub-divided into 10 (Ten) Equity shares of Face Value Rs 1/- (Rupee one) each and the relevant Capital Clause in the Memorandum and Articles of Association of the Company be altered accordingly."

RESOLVED FURTHER THAT upon sub division of Equity Shares as aforesaid, the existing Share Certificate (s), in relation to the existing Equity Shares of the Face Value of Rs 10/- each held in physical form shall be exchanged in lieu of original share certificate surrendered by the shareholder and from the Record Date (to be decided by the Board) and the Company may requiring the surrender of existing Share Certificate(s), issue and dispatch the rectified Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in case of Shares held in dematerialized form, the corresponding number of sub divided Equity Shares to be credited to the respective Beneficiary Accounts of the Shareholders with the Depository Participants, in lieu of existing credits representing the Equity Shares of the Company before sub division".

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do acts and execute all such documents, instruments and writing as may be required in the said connection and to delegate all or any of the powers herein vested in them to any Committee of Directors(s) to give effect to the aforesaid resolution."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 13 of Companies Act 2013 and all other applicable provisions, if any and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing relevant clauses of the Memorandum of Association of the Company be and here by substituted as follows:

"The Authorized Share Capital of the Company is Rs. 70,025,000/- (Rupees Seven Crore and Twenty Five Thousand only) divided into 70,025,000/- (Seven Crore and Twenty Five Thousand) Equity shares of Rs 1/- (Rupee One) each."

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies(Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and Clause 42 of the Listing Agreement, Mr. Sheetal (DIN: 06799478), who was appointed as an Additional Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company."

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Abhishek Kumar (DIN 06799487) who was co-opted as an Additional Director on the board of the company and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board."

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 197 and 203 of the Companies Act, 2013 and other provision if applicable read with Schedule V of the Act, the appointment of Mr. Abhishek Kumar as Whole time Director of the Company w.e.f 18.01.2014 for a period of five (05) Years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

a. Remuneration

Rs. 20,000/- p.m (Rupees Twenty Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

b. Perquisites

Free use of the Company's car for Company's work along with driver, Telephone, Telefax and other communication facilities at Company's cost for official purpose. Subject to any Statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee/Board of Directors from time to time may decide.

c. Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

e. Other Terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts and deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution or otherwise considered by it in the best interest of the Company."

9. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies(Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and Clause 42 of the Listing Agreement, Mr. Gaj Raj Singh (DIN: 02925387), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company."

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxy Form in order to be effective must be received at the Registered Office of the Company not less than 48 Hours before the Commencement Of the meeting. The blank copy proxy form is enclosed herewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The share transfer books and Members Register of the Company will remain closed from 17th September, 2014 to 19th September, 2014 (both days inclusive).
4. Any member of the company on demand shall be entitled to be furnished free of cost, a copy of the Balance sheet of the company and of every document required by the law to be annexed thereto including the Profit and loss account and the director's report. Copies of these documents will also be kept open for 21 days before the date of the meeting.
5. Members are requested to bring their copies of Annual Report along with them, as copies of the report will not be distributed at the meeting.
6. Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
7. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4 & 5

At present, the Authorized Share Capital of the Company is Rs. 70,025,000/- (Rs. Seven Crore & Twenty Five Thousand) only and the nominal face value of the Equity Shares of the Company is Rs 10/- per Equity Share. Equity Shares of the Company are listed on BSE Limited and Delhi Stock Exchange Limited (DSE). In order to increase the liquidity in the equity shares of the Company, the management has proposed to reduce the Face Value of the Equity shares of the Company from Rs 10/- each to Rs 1/- each to enable the shareholders to have more flexibility and also to give opportunity to its members to increase trading liquidity on stock Exchanges. The management is hopeful that the fraternity of shareholders with the above proposal will increase trading volume and all these in nutshell shall be beneficial for the shareholders. The Resolutions for altering the Capital Clauses in the Memorandum and Articles of Association of the Company as set out at Item No. 5 of the Notice is to reflect the corresponding changes in the Capital Clauses of the Memorandum of Association of the Company, Consequent to splitting of the existing one Equity Share Rs 10/- each into one Equity share Rs 1/- each pursuant to the sub-division as proposed therein.

The Board recommends the adoption of the Resolution.

The Directors of the Company may be deemed to be interested in this Resolution to the extent of their respective shareholding, if any, in the Company in the same proportion as that of every other member of the company who holds Equity Shares.

ITEM NO.6

Ms. Sheetal, who was appointed as an Additional Director of the Company with effect from 16th January, 2014, she holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Sheetal for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of upto 5 years each. Ms. Sheetal is the Independent Director of the Company. As per her existing terms of appointment, She is liable to retire by rotation. However, under the new act and the Listing Agreement, they may be appointed afresh with a fixed period of upto 5 years.

Ms. Sheetal is the independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of her office is liable to determination by retirement by rotation in terms of section 152 of the Act. The company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her for appointment as Independent Director of the Company. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of her in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that She fulfill the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Director. She possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, marketing, administration, technical operations and other disciplines related to Companys business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with her appointment, the Board has recommended her appointment as Independent Directors of the Company to hold office for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company.

ITEM NO.7 and 8

Mr. Abhishek Kumar was appointed as Whole time Director with effect from 18.01.2014, subject to the approval of Members at the ensuing Annual General Meeting, for a period of five(05) years.

He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed. He has been on the Board of our Company since 18th January, 2014.

The Board recommends these resolutions for your approval.

Mr. Abhishek Kumar is interested in these resolutions to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

ITEM NO. 9

Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of upto 5 years each. Mr. Gaj Raj Singh is the Independent Directors of the Company. As per their existing terms of appointment, he is liable to retire by rotation. However, under the new act and the Listing Agreement, they may be appointed afresh with a fixed period of upto 5 years.

Mr. Gaj Raj Singh is the independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of their office is liable to determination by retirement by rotation in terms of section 152 of the Act. The company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of him for appointment as Independent Director of the Company. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of him in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfill the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Director. he possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, marketing, administration, technical operations and other disciplines related to Companys business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with their appointment, the Board has recommended his appointment as Independent Directors of the Company to hold office for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company.

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

DIRECTOR'S REPORT

To,
The Members
M/S. ACHAL INVESTMENTS LIMITED

The Board of Directors are pleased to present the 24th Annual Report of the Company for the financial year ended 31st March 2014.

1. FINANCIAL RESULTS

| Particulars | Current Yr. 31.03.2014 (Rs.) | Previous Yr. 31.03.2013 (Rs.) |
|-----------------------|---------------------------------|----------------------------------|
| Total Income/Loss | 22,720,920.81 | 1,172,140.00 |
| Less: Total Expenses | 22,514,115.51 | 10,49,858.00 |
| Profit Before Tax | 206,805.30 | 122,282.00 |
| Profit/Loss after Tax | 153,381.30 | 112,248.00 |

During the year under review, the Company has recorded a total income of Rs. 227.20 Lacs, against Rs. 11.72 Lacs in the previous year, with a total increase of Rs. 215.48 Lacs. Net Profit before Taxation for the financial year ended March 31, 2014 is 2.06 Lacs as against Rs.1.22 Lacs in previous year.

2. DIRECTORS

Ms. Sheetal who was co-opted as Additional Director on the board of the company with effect from 16th January, 2014 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing her candidature for the office of a Director on the Board of the Company.

Mr. Abhishek Kumar, who was appointed as an Additional Director of the Company with effect from 08th January, 2014, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Abhishek Kumar for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Abhishek Kumar was appointed as Whole time Director with effect from 08.01.2014, subject to the approval of Members at the ensuing Annual General Meeting and subject to the approval of the Central Government, if any, for a period of five(05) years.

In accordance with Section 152 of the Companies Act, 2013 [corresponding section 255 & 256 of Companies Act 1956] read with the Articles of Association of the Company, Mr. Ashok Agarwal, Non-Executive Director of the Company, retire by rotation and are being eligible offer themselves for re-appointment at the ensuing Annual General Meeting.

The Board recommends their appointment for your approval.

During the period under review, Mr. Parag Mittal and Mr. Prakash Chand Agarwal have resigned from the Board.

INDEPENDENT DIRECTOR

Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of upto 5 years each. In terms of Presently, Mr. Gaj Raj Singh and Ms. Sheetal are the Independent Directors of the Company. As per their existing

terms of appointment, all of them are liable to retire by rotation. However, under the new act and the Listing Agreement, they may be appointed afresh with a fixed period of upto 5 years.

The Board considered the independence of each of the above mentioned Directors in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that the proposed directors fulfill the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors. All the proposed Directors possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, marketing, administration, technical operations and other disciplines related to Company's business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with their appointment, the Board has recommended their appointment as Independent Directors of the Company to hold office for a term of five consecutive years commencing from the date of Annual General Meeting of the Company.

3. DIVIDEND

The Board of Directors has not declared any dividend during the year due to inadequacy of profits.

4. PUBLIC DEPOSITS

During the year under review, Your Company has not accepted the deposits under section 58A of the Companies Act, 1956 and Companies (Acceptance of deposits) Rules 1975 as amended upto date.

5. STATUTORY AUDITORS

The Statutory Auditors M/s. Kumar Anoop & Co., Chartered Accountants (Firm Registration Number 021412N), holds office until the conclusion of the ensuing Annual General Meeting.

The Company has received undertaking from them to the effect that their appointment, if made, would be in accordance with the Act and that they are not disqualified for such re-appointment.

A Board of directors of the company has recommended their appointment in the ensuing Annual General Meeting.

6. AUDITOR'S REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 217 of the Companies Act, 1956.

7. INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

8. SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

9. CONSOLIDATED FINANCIAL STATEMENTS

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared.

10. PARTICULARS OF EMPLOYEES

As required by the provision of section 217(2A) of the Companies ACT, 1956. Read with the Companies (particulars of employee) rules, 1975 as amended, no employee was in receipt of remuneration exceeding 60, 00,000/- per annum or 5, 00,000/- per month for any part thereof.

11. ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information in accordance with the provision of Section 217 (l) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 being not relevant/significant, are not given. There were no foreign exchange earnings or outgo during the year under review.

12. DIRECTORS RESPONSIBILITY STATEMENTS

Pursuant to section 217 (2AA) of the companies ACT, 1956, it is hereby confirmed:-

(i) That in the preparation of the accounts for the financial year ended 31st March 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.

(ii) That 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 of the company for the year under review.

(iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.

13. PERSONNEL

The Management-Employees relations remained very cordial throughout the year. Your Directors wish to place on record their appreciation of sincere and devoted services rendered by all the workers and staff at all levels.

14. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

ACKNOWLEDGEMENT

The board wishes to express and place on records its gratitude for the faith reposed in and cooperation extended to the company by the shareholders of the company. Your directors wish to place on record their deep sense of appreciation for the devoted and sincere services of the executives, staff and workers of the company for its success.

Dated: 02.09.2014

Place: New Delhi

For and on behalf of board of
Achal Investments Limited

| | |
|------------------|------------------|
| Sd/- | Sd/- |
| Abhishek Kumar | Ashok Agrawal |
| Director | Director |
| DIN No: 06799487 | DIN No: 02668754 |

CORPORATE GOVERNANCE

PHILOSOPHY

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. A good Corporate Governance leads to long-term shareholders value and enhances interest of other stakeholder. It brings in to focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to enhance stake holder value.

In keeping with the above, your Company believes in adopting the best practices in the areas of Corporate Governance. Your Company is committed to uphold the core values of transparency, integrity, honesty and accountability and will constantly strive to benchmark itself against the best, in its relentless pursuit to attain the highest standards of corporate values and ethics. The objective is to generate long term economics values and ethics. The objective is to generate long term economics value for the shareholders, whilst concurrently respecting the interest of the other stakeholders.

BOARD OF DIRECTORS

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors as on 31st March, 2014 are given hereunder

| Name | Category | Attendance of Director at Board Meeting | Attendance of Director at Last AGM 30.09.2013 | Number of Membership Committee in other Limited Company | Number of Chairmanship/Directorship Committee in other Limited Company |
|--------------------|--|---|---|---|--|
| Mr. Abhishek kumar | Whole Time Director, Executive Director | 04 | NA | N.A | N.A |
| Mr. Ashok Agrawal | Non independent and Non Executive Director | 11 | YES | N.A | N.A |
| Ms. Sheetal | Independent and Non Executive Director | 03 | NA | N.A | N.A |
| Mr. Gaj Raj Singh | Independent and Non Executive Director | 10 | YES | NII | Nil |

BOARD MEETINGS

During the year under review, Ten [12] Board Meetings were held on the following dates: 20.05.2013, 30.05.2013, 19.07.2013, 14.08.2013, 22.08.2013, 02.09.2013, 14.11.2013, 13.12.2013, 08.01.2014, 10.01.2014, 16.01.2014, 12.02.2014.

COMMITTEE OF THE BOARD

(A) Audit Committee

The Board has constituted the Audit Committee, and the Shareholders' /Investors' Grievance Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees.

Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

Terms of Reference

The terms of reference of the Audit Committee as stipulated by the Board are in accordance with all the items listed in Clause 49(II)(D) of the Listing Agreement as follows:-

- 1) To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its working including the examination of major items of expenditure.
- 2) To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- 3) To review the auditors' report on the financial statements and to seek clarification thereon, if required, from the auditors.
- 4) To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- 5) To act as a link between the statutory and internal auditors and the Board of Directors.
- 6) To recommend a change in the Auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.
- 7) And generally, all items listed in Clause 49(II)(D) of the Listing Agreement.

Composition

As on 31.03.2014, the Audit Committee comprised of 3 directors, the majority of them being Non-Executive and Independent Directors.

During the year the Committee had Four (04) Meetings i.e. on 20th May, 2013, 14th August, 2013, 14th November, 2013 and 12th February, 2014. The Committee's powers and role are as stipulated by the Listing Agreement.

The attendance records of the members at the meeting were as follows:

| Name | Position in Committee | No of Meeting held | Attended |
|-------------------|-----------------------|--------------------|----------|
| Mrs. Sheetal | Chairman | 4 | 01 |
| Mr. Gaj Raj Singh | Member | 4 | 04 |
| Mr. Ashok Agarwal | Member | 4 | 04 |

No sitting fee was paid during the year for attending meetings of Audit Committee.

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.

3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgment by Management.
 - (d) Significant adjustments arising out of audit.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Qualifications in the draft audit report.
9. Reviewing, with the management, the half-yearly financial statements before submission to the board for approval.
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.

18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the Qualifications, experience & background, etc. of the candidate.

19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee. In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

(B) Shareholders/ Investors' Grievance Committee

As on 31.03.2014, the Shareholder's Committee comprised of 3 directors the majority of them being Non-Executive and Independent Directors.

During the year the 4 Investor Grievance Committee Meetings were held on 20th May, 2013, 14th August, 2013, 14th November, 2013 and 12th February, 2014. The attendance records of the members at the meeting were as follows:

| Name | Position in Committee | No of Meeting held | Attended |
|-------------------|-----------------------|--------------------|----------|
| Mr. Gaj Raj Singh | Chairman | 4 | 4 |
| Mrs. Sheetal | Member | 4 | 1 |
| Mr. Ashok Agarwal | Member | 4 | 4 |

Note: Ms. Sheetal joined the board on 16th January, 2014 and Mr. Abhishek Kumar joined the board on 8th January, 2014.

No sitting fees were paid during the year for attending meetings of Share Transfer & Shareholders' Grievance Committee. No investor grievance was received during the year.

Role of Shareholders/Investors Grievance Committee

The Shareholders / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Clause 49 of the listing agreement.

Shareholders

Communication to Shareholders

The quarterly, half yearly and annual results are published.

Compliance Officer

Ms. Laxmi Joshi has resigned from the post of Company Secretary and Compliance Officer w.e.f 30th August, 2014 and Mr. Abhishek Kumar, Director of the Company is the Compliance Officer of the Company. He can be contacted for any investors' related matter relating to the Company.

General Body Meetings

1. Annual General Meetings

Details of last three Annual General Meetings were held as per the details given below:

| Year | Venue | Date & Time | Special Resolution |
|-----------|---|--|----------------------------------|
| 2012-2013 | City Business Center-3606, IIIrd Floor, Chamber no. 32, Daryaganj, New Delhi-110002 | Monday, 30 th September, 2013 | No Special Resolution was passed |
| 2011-2012 | City Business Center-3606, IIIrd Floor, Chamber no. 32, Daryaganj, New Delhi-110002 | Saturday, 29 th September, 2012 | No Special Resolution was passed |
| 2010-2011 | 202A, Arunachal Building, 19 Barakhama Road, , Connaught Place, New Delhi - 110001 | Friday, 30 th September, 2011 | No Special Resolution was passed |

2. Extra Ordinary General Meetings

During the year under review, Two (02) Extra-ordinary General Meeting was held.

Also, No resolution was passed through postal ballot during the year.

DISCLOSURES

(1) Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

(2) Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI /and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

(3) Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

(4) Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository

Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company, ISIN for the equity shares of the Company is INE860P01017.

(5) Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

MEANS OF COMMUNICATION

All material information about the company is promptly submitted to the stock exchanges i.e. BSE Limited and Delhi Stock Exchange Limited where the Company's shares are listed and Financial Results are being sent to the exchange for the information of the shareholders and published in the Newspapers.

The financial results are also displayed on the Company's website i.e. www.achalinvest.com

GENERAL SHAREHOLDERS INFORMATION

The following information would be useful to our shareholders:

| | |
|---|--|
| Annual General Meeting (Day, Date, time and venue) | 24 th Annual General Meeting Monday, the 29 th Day of September, 2014 at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi - 110036 |
| Financial Year | The Financial Year of the Company ends on 31 st March each year |
| Book Closure Date | 17 th September, 2014 to 19 th September, 2014- |

9. MARKET PRICE DATA

During the year under review, the Company was listed on the platform of Delhi stock Exchange Limited and got listed on the floor of BSE Limited on 7th August, 2014, therefore the market price for the equity shares of the company is not available for the year 2013-14.

10. LISTING AT STOCK EXCHANGE

BSE Limited SCRIP Code: 538570
Delhi Stock Exchange Limited - NA

SHAREHOLDERS COMPLAINTS

Company has not received any complaint during the financial year 2013-14. There is no complaint pending.

DETAILS OF NON COMPLIANCE

There has been no instance of Non Compliance with any Legal requirement, nor have there been any strictures imposed by any stock Exchange, SEBI or any matter relating to that.

11. CATEGORIES OF SHAREHOLDING AS AT 31.03.2014

| Promoter | Number of Shares | Percentage (%) |
|----------|------------------|----------------|
|----------|------------------|----------------|

| | | |
|--------------------|-------------------------|-----------------------|
| Individual | 101800 | 1.66 |
| Body Corporate | 750600 | 12.21 |
| Total | 852400 | 13.86 |
| Public | Number of Shares | Percentage (%) |
| Individual | 5147400 | 83.70 |
| Body Corporate | 150000 | 2.44 |
| Total | 5297400 | 86.14 |
| Grand Total | 6149800 | 100 |

12. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the Code on annual basis and Certificate to the Board of Director contains a declaration to this effect.

13. SHARE REGISTRAR AND TRANSFER AGENTS

Beetal Financial and Computers Services Private Limited
 Madangiri, Behind Local Shopping centre,
 Near Dada Harsukh Das Mandir,
 NewDelhi-110062
 Tel.: 011-29961281/82
 Fax No. - 011-29961284
 Email: beetal@rediffmail.com ; Website: www.beetalfinancial.com

ADDRESS FOR CORRESPONDENCE

Achal Investments Limited

City Business Centre 3606,
 IIIrd Floor Chamber NO-32,
 Daryaganj, Delhi - 110002
 Tel: 011-32317170

Email: achalinvest@yahoo.com

Website: www.achalinvest.com

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, this is to confirm that all the Members of the Board have affirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

BRIEF PROFILE OF THE DIRECTORS

Mr. Abhishek Kumar aged 19 years, is Executive Director of our Company. He has 2 years of experience in securities and financial services. He has been on the board of Company since, January 2014. He is also on the board of M/s TCL Management Services Private Limited.

Mr. Ashok Agarwal aged 39 years, is Non - Executive Director of our Company. He is Bachelor in Business Administration. He possess more than 2 years of experience in the field of finance, capital markets and related activities. The Board has the advantage of his wide experience in the financial services field. He has been on the board of Company since September, 2010. He is also on the board of M/s White Peacock Buildwell Private Limited.

Mr. Gaj Raj Singh, aged 36 years is an Independent Director of our Company. He has completed his graduation in Arts. He possess 4 years of experience various aspect of Marketing sector. He has been on the board of Company since March, 2013. He is also on the board of M/s Channel Nine Entertainment Limited.

Mrs. Sheetal, aged 34 Years, is the Independent Director of our Company. He is Commerce graduate and has 5 years in the field of accounts and Finance. He has been Board of Directors of Our Company since, January, 2014. She is also on the board of M/s TCL Management Services Private Limited and M/s Lax Resource Management Private Limited.

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

CEO / CFO CERTIFICATE

I, Abhishek Kumar, Director certify to the Board that:

- a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of my knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF ACHAL INVESTMENTS LIMITED

To,
The Member,
Achal Investments Limited

We have examined the compliance of conditions of Corporate Governance by Achal Investments Limited ("the Company"), for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

For KUMAR ANOOP & CO
CHARTERED ACCOUNTANTS
Sd/-
Anoop Kumar
Prop.
M. NO. 508958
FRN: 021412N
Place: New Delhi
Date: 2nd September, 2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure

Achal Investments Limited has focus on Small Finance and is also in the business of providing term loan and working capital support to traders and medium sized enterprises. Achal Investments Limited has a full spectrum of customized financial solutions to help you formulate a more innovative and structured approach to your financial needs, which means better returns and safety for your investments with minimum tax liabilities. Our Depository and Stock Broking Services, an epitome of convenience, speed & safety, have an unblemished record of timely fulfillment of all their obligations towards the customer.

Achal Investments Limited welcomes all the Investors to a highly committed & dependable financial services organization that strives to deliver the best of Investment related Services. We believe & dare to do what other players in the financial services & Stock Broking Houses fail to achieve in terms of customer service & satisfaction. We use the best brains, some of the best software & technologies that helps in giving our clients maximum returns.

Internal control and their adequacy

The Company has proper internal control systems for the various functional areas. The check and control measure are effective and adequate. The detail of Financial Performance and operational performance is mentioned in the Directors Report.

Cautionary statement

Management Discussion and Analysis Report detailing the company's objectives and expectation may have forward looking statement within the meaning of applicable securities law and regulations. Actual result may differ from those expressed or implied depending upon the government regulation, change in government policies, Tax implications, economic development within India and Overseas.

Strengths

The Company yet to work out its future working strategy. The management will strengthen its working force to keep pace with the market condition as and when it plans to start activities at certain level.

Threats

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk.

Company's Outlook

The Company intends to start its activity in near future.

Risk Management

The management ensures that all the moveable assets of the company are adequately secured.

Human Resources

Material development in human resources/ industrial relations front has been dealt with in the Directors' Report, under the head 'Operations' and 'Industrial Relations', which should be treated as forming part of this Management and Discussion Analysis.

Dated: 02.09.2014
Place: New Delhi

For and on behalf of board of
Achal Investments Limited

Sd/-
Abhishek Kumar
Director
DIN No: 06799487

KUMAR ANOOP & CO.

CHARTERED ACCOUNTANTS

Room No. 220 2nd, Floor, D-355, Shri Laxmi House, Vikas Marg, Laxmi Nagar, Delhi-110092

INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS
M/S ACHAL INVESTMENTS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/S ACHAL INVESTMENTS LIMITED ("the Company). Which comprise the balance sheet as at 31st March 2014, the statement of profit and loss and 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

Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting standard referred to in sub section(3G) of section 211 of companies Act 1956 ("the Act"). This responsibility includes the design, implementation and maintenances of internal control relevant to the preparation and presentation of 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 conducted our audit in accordance with the standards on auditing issued by the Institute of chartered accountant of India. 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 statement whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the Company's Preparation and fair presentation of the financial statement 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 the management 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.

OPINION

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

- (a) In the case of balance sheet , the state of affairs of the company as at March31 , 2014,
- (b) the case of 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 of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (auditor's report) order, 2003 ("the Order") issued by the Central government of India in terms of sub-section (4a) of section 227 of the Act , we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by the section 227(3) of the act, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit.
 - (b) In our opinion, proper books of accounts 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 the cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the balance sheet, statement of profit and loss, and the cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of companies act 1956
 - (e) On the basis of written representation received from the directors as on 31st march 2014, and taken on record by the board of directors, none of the directors is disqualified as on 31st march 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956.
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For KUMAR ANOOP & CO
CHARTERED ACCOUNTANTS

Sd/-

Anoop Kumar

Prop.

M. NO. 508958

FRN: 021412N

Place: Delhi

Date: 28th May, 2014

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITOR'S REPORT OF EVEN DATE IN THE ACCOUNTS FOR THE YEAR ENDED ON 31.3.2014 OF M/S ACHAL INVESTMENT LIMITED, New Delhi

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has physically verified during the year all its Fixed Assets. in accordance with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not made any disposals of any fixed assets during the year.
- (ii) (a) The Inventory has been physically verified by the management during the current year. In our opinion the frequency of such verification is reasonable.
- (b) The procedure for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company has maintained proper records of inventory. No discrepancies were noticed on the physical verification between the physical stock and books records were not material.
- (i) (a) The Company has neither taken nor granted any loans, secured or unsecured to / from Companies, Firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (b) Since the company has neither taken nor granted any loans from Companies, Firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956, therefore the issue of rate of interest and the other terms and conditions of loan taken or granted are not applicable.
- (c) Since the company has neither taken nor granted any loans from Companies, Firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956, therefore the issue of payment of Principal amount and interest are not applicable.
- (d) Since the company has neither taken nor granted any loans from Companies, Firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956, therefore the issue of overdue amount is not applicable.
- (ii) 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 the business for the purchase of inventory and fixed assets and for the sale of goods.
- (iii) (a) Based on the audit procedure applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 has been so entered.
- (b) In our opinion and according to the information and explanations give to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of Five lakh rupees in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time wherever applicable.

- (iv) The company has not accepted any deposit during the year from the public with in the meaning of provisions of Section u/s 58 A and 58 AA of the Companies Act 1956 and the rules made there under. Hence, this clause is not applicable to the company.
- (v) In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the companies Act, 1956.
- (vii) (a) According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income- tax, Sales tax, Wealth Tax, Custom Duty, Excise Duty, cess and any other statutory dues as applicable with appropriate authorities during the year. As at 31.3.2014 there are no undisputed dues payable for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us there are no dues in respect of Sales Tax / income tax/ custom duty / wealth tax / cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company have accumulated losses less then the 50% of the net worth of the company at the end of the year and has not incurred any cash losses during the current year and immediately preceding financial year.
- (ix) According to the information and explanation given to us there are no dues payable to any financial institution or bank or any debenture holder.
- (x) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xi) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the company.
- (xii) The company is dealing in shares and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made there in. The shares and other securities have been held by the company in it's own name except to the extent of exemption granted under section 49 of the act.
- (xiii) According to the information and explanation given to us, the company has not given any guarantee for the loans taken by others from banks and financial institutions.
- (xiv) The company has not taken any term loan during the year.
- (xv) In our opinion and according to the information and explanations given to us and as shown by the records examined by us no funds raised on short term basis have been used for long term investment and vice versa.
- (xvi) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956 during the year.

(xvii) The company has not issued any debenture, therefore the clause is not applicable.

(xviii) The company has not raised any money by public issues during the year.

(xix) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For KUMAR ANOOP & CO
CHARTERED ACCOUNTANTS

Sd/-

Anoop Kumar

Prop.

M. NO. 508958

FRN: 021412N

Place: New Delhi

Date: 28th May, 2014

| Particulars | Note No | As at 31.03.2014 | As at 31.03.2013 |
|--|---------|-----------------------|----------------------|
| I. EQUITY AND LIABILITIES | | | |
| <u>(1) Shareholder's Funds</u> | | | |
| (a) Share Capital | 1 | 61,498,000.00 | 42,432,000.00 |
| (b) Reserves and Surplus | 2 | (28,562,517.70) | (28,715,899.00) |
| (c) Money received against share warrants | | - | - |
| <u>(2) Share application money pending allotment</u> | | | |
| | | - | - |
| <u>(3) Non-Current Liabilities</u> | | | |
| (a) Long-term borrowings | 3 | - | - |
| (b) Deferred tax liabilities (Net) | 4 | - | 10,034.00 |
| (c) Other Long term liabilities | 5 | 97,439,038.00 | 974,038.00 |
| (d) Long term provisions | 6 | - | - |
| <u>(4) Current Liabilities</u> | | | |
| (a) Short-term borrowings | 7 | - | - |
| (b) Trade payables | 8 | - | - |
| (c) Other current liabilities | 9 | 619,545.00 | 174,400.00 |
| (d) Short-term provisions | 10 | 387,329 | 359,195.00 |
| Total | | 131,381,394.30 | 15,233,768.00 |
| II. Assets | | | |
| <u>(1) Non-current assets</u> | | | |
| <u>(a) Fixed assets</u> | | | |
| (i) Tangible assets | 11 | 253,487.79 | 374,319.00 |
| (ii) Intangible assets | | - | - |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | - | - |
| (b) Non-current investments | 12 | 33,876,600.00 | - |
| (c) Deferred tax assets (net) | 13 | 11,278.00 | - |
| (d) Long term loans and advances | 14 | 43,620,000.00 | 13,912,358.00 |
| (e) Other non-current assets | 15 | 449,440.00 | - |
| <u>(2) Current assets</u> | | | |
| (a) Current investments | 16 | - | - |
| (b) Inventories | 17 | - | - |
| (c) Trade receivables | 18 | 4,600,000.00 | 664,150.00 |
| (d) Cash and cash equivalents | 19 | 540,144.51 | 259,640.00 |
| (e) Short-term loans and advances | 20 | 47,963,315.00 | - |
| (f) Other current assets | 21 | 67,129.00 | 23,301.00 |
| Total | | 131,381,394.30 | 15,233,768.00 |

NOTES TO ACCOUNTS

Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.
For Kumar Anoop & Co.
Chartered Accountants

For Achal Investments Limited

Sd/-
CA Anoop Kumar
Proprieter
Membership No. :508958
FRN: 021412N

Place: New Delhi
Date: 28.05.2014

Sd/-
Abhishek Kumar
(Director)
DIN: 06799487

Sd/-
Ashok Agrawal
(Director)
DIN: 02668754

Sd/-
Laxmi Joshi
(Company Secretary)
M NO. 33483

ACHAL INVESTMENTS LIMITED

CIN : L65993DL1980PLC010636

Profit and Loss statement for the year ended 31st March, 2014

Amount in Rs.

| Particulars | Note No | As at 31.03.2014 | As at 31.03.2013 |
|---|------------|------------------|------------------|
| I. Revenue from operations | 22 | 22,233,242.81 | 689,800.00 |
| II. Other Income | | 487,678.00 | 482,340.00 |
| III. Total Revenue (I +II) | | 22,720,920.81 | 1,172,140.00 |
| IV. Expenses: | | | |
| Cost of materials consumed | 23 | - | - |
| Purchase of Stock-in-Trade | | 19,683,000.00 | - |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 24 | - | - |
| Employee benefit expense | 25 | 905,497.00 | 360,000.00 |
| Financial costs | 26 | 736.52 | - |
| Depreciation and amortization expense | 27 | 120,831.21 | 36,501.00 |
| Other expenses | 28 | 1,804,050.78 | 653,357.00 |
| Total Expenses | | 22,514,115.51 | 1,049,858.00 |
| V. Profit before exceptional and extraordinary items and tax. | (III - IV) | 206,805.30 | 122,282.00 |
| VI. Exceptional Items | | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | | 206,805.30 | 122,282.00 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before tax (VII - VIII) | | 206,805.30 | 122,282.00 |
| X. Tax expense: | | | |
| (1) Current tax | | 74,736.00 | 23,301.00 |
| Less: MAT Credit Entitlement | | - | (23,301.00) |
| (2) Deferred tax | | (21,312.00) | 10,034.00 |
| (3) Income tax Adjustment | | - | - |
| (4) Deffered tax Adjustment | | - | - |
| XI. Profit(Loss) from the perid from continuing operations. | (IX-X) | 153,381.30 | 112,248.00 |
| DISCONTINUING OPERATIONS | | | |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discounting operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 153,381.30 | 112,248.00 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.025 | 0.03 |
| (2) Diluted | | 0.025 | 0.03 |

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our report of even date attached.

As per our report of even date attached.
For Kumar Anoop & Co.
Chartered Accountants

Sd/-
CA Anoop Kumar
Proprietor
Membership No. :508958
FRN: 021412N

Place: New Delhi
Date: 28.05.2014

For Achal Investments Limited

| | |
|---|--|
| Sd/- | Sd/- |
| Abhishek Kumar (Director) DIN: 06799487 | Ashok Agrawal (Director) DIN: 02668754 |

Sd/-
Laxmi Joshi
(Company Secretary)
M NO.33483

ACHAL INVESTMENTS LIMITED
CIN : L65993DL1980PLC010636
Cash Flow Statement

| For the Year Ending 31-Mar-2014 | Amounts Rs. | Amounts Rs. |
|--|----------------|----------------|
| Particulars | 31.03.14 | 31.03.13 |
| <u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u> | | |
| 1. Net profit before tax | 206,805 | 122,282 |
| 2. <u>Adjustment for:</u> | | |
| <u>Add:</u> Depreciation & Amortisation Expenses | 233,191 | 36,501 |
| <u>Less:</u> Interest Received | - | - |
| Operating Profit before Working capital changes | 439,997 | 158,783 |
| 3. <u>Working Capital Changes:</u> | | |
| Decrease (Increase) in Trade & Other Receivables | (3,935,850) | (664,150) |
| Decrease (Increase) in Inventories | - | - |
| Decrease (Increase) in Other Current Assets | (43,828) | - |
| Increase (Decrease) in Current Liabilities & Provisions | - | - |
| Increase (Decrease) in Other Liabilities | 421,844 | (50,806) |
| Net Changes in Working Capital | (3,557,834) | (714,956) |
| <u>Cash Generated from Operations</u> | (3,117,837) | (556,173) |
| Adjustment of Taxes | 23,301 | - |
| Net Cash Flow from Operating Activities (A) | (3,141,138) | (556,173) |
| <u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u> | | |
| Purchase of Fixed Assets | - | (410,820) |
| (Increase) Decrease in Long Term Loans & Advances | (29,707,642) | - |
| (Increase) Decrease in Short Terms Loans & Advances | (47,963,315) | - |
| (Increase) Decrease in Non Current Investment | (33,876,600) | - |
| Interest Received | - | - |
| Net Cash Flow from Investing Activities (B) | (111,547,557) | (410,820) |
| <u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u> | | |

| | | |
|---|--------------------|------------------|
| Issue of share capital and Proceeds from Share Application Money | 19,066,000 | - |
| Increase in Other Long Term Terms Liabilities | 96,465,000 | - |
| Increase in Preliminary Expenses | (561,800) | 6,750 |
| Net Cash Flow from Financing Activities (C) | 114,969,200 | 6,750 |
| Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C) | 280,505 | (960,243) |
| Cash and cash equivalents at the beginning of the year / Period | 259,640 | 1,219,883 |
| Cash and cash equivalents at the end of the year/ Period | 540,145 | 259,640 |
| <p>* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements issued by the Institute of Chartered of Accountants of India.</p> | | |

As per our report of even date attached.

For Kumar Anoop & Co.
Chartered Accountants

Sd/-
CA Anoop Kumar
Proprieter
Membership No. :508958
FRN: 021412N

Place: New Delhi
Date: 28.05.2014

For Achal Investments Limited

Sd/-
Abhishek Kumar
(Director)
DIN: 06799487

Sd/-
Ashok Agrawal
(Director)
DIN: 02668754

Sd/-
Laxmi Joshi
(Company Secretary)
M NO.33483

ACHAL INVESTMENTS LIMITED

CIN : L65993DL1980PLC010636

Notes Forming Part of the Balance Sheet
Note : 1 Share Capital

| Sr. No | Particulars | | As at 31.03.2014 | | As at 31.03.2013 |
|--------|--|--------------------|----------------------|--------------------|----------------------|
| 1 | <u>AUTHORIZED CAPITAL</u> 70,02,500 Equity Shares of Rs. 10/- each. | - | 70,025,000.00 | | 50,000,000.00 |
| 2 | <u>ISSUED</u> 61,49,800 Equity Shares of Rs. 10/- each. | | 42,432,000.00 | | 42,432,000.00 |
| 3 | <u>SUBSCRIBED & PAID UP CAPITAL</u> 61,49,800 Equity Shares of Rs. 10/- each. Less: Call in Arrears | 61,498,000.00 - | 61,498,000.00 | 42,432,000.00 - | 42,432,000.00 |
| | Total | | 61,498,000.00 | | 42,432,000.00 |

| Notes 1 A | | | |
|----------------------------------|--|--------------|--------------|
| Reconciliation of Nos. Of Shares | | 2013-14 | 2012-13 |
| | Number of Equity Shares at the beginning | 4,243,200.00 | 4,243,200.00 |
| | Add:- Number of Shares Issued | 1,906,600.00 | - |
| | Number of Equity Shares at the end | 6,149,800.00 | 4,243,200.00 |

Notes 1 B

| Details of Share Holding More Than 5% as at 31.March.2013 | | | | |
|---|--|----------------|----------------------|-----------------------|
| | Name | Class of Share | No. of Share Holding | Percentage of Holding |
| 1 | TCL Management Management Services Pvt Ltd | Equity | 750,600 | 12.21% |

ACHAL INVESTMENTS LIMITED

CIN : L65993DL1980PLC010636

Notes Forming Part of the Balance Sheet
Note : 2 Reserve & Surplus

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|-----------------------------------|------------------------|------------------------|
| 1 | Capital Reserve | - | - |
| 2 | Capital Redemption Reserve | - | - |
| 3 | Securities Premium reserve | - | - |
| 4 | Debenture Redemption Reserve | - | - |
| 5 | Revaluation Reserve | - | - |
| 6 | Shares Option Outstanding Account | - | - |
| 7 | Other Reserve (General Reserve) | - | - |
| 8 | Surplus (Profit & Loss Account) | - | - |
| | Op. Balance of Profits & Loss A/C | (28,715,899.00) | (28,828,147.00) |
| | Current Year Profit & Loss A/C | 153,381.30 | 112,248.00 |
| | | <u>(28,562,517.70)</u> | <u>(28,715,899.00)</u> |
| | Total | (28,562,517.70) | (28,715,899.00) |

Note : 3 Long Term Borrowings

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--|------------------|------------------|
| 1 | Bonds / Debentures | - | - |
| 2 | <u>Term Loan</u> | | |
| | - From Bank | - | - |
| | - From Other Parties | - | - |
| 3 | Deferred Payment Liabilities | - | - |
| 4 | Deposit | - | - |
| 5 | Loans & Advances From Related Parties | - | - |
| 6 | Long Term Maturities of Finance lease obligation | - | - |
| 7 | Loans From Directors | - | - |
| 8 | Other Loans | - | - |
| | Total | - | - |

Note : 4 Defferred Tax Liabilities (Net)

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|-------------------------|------------------|------------------|
| 1 | Defferred Tax Liability | - | 10,034.00 |
| | Total | - | 10,034.00 |

Note : 5 Other Long Term Liabilities

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|----------------|------------------|------------------|
| 1 | Others Payable | 97,439,038.00 | 974,038.00 |

| | | |
|-------|---------------|------------|
| Total | 97,439,038.00 | 974,038.00 |
|-------|---------------|------------|

Note : 6 Long Term Provisions

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|-----------------------------------|------------------|------------------|
| 1 | Provision from Employment Benefit | - | - |
| 2 | Other | - | - |
| | Total | - | - |

Note : 7 Short Term Borrowings

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---------------------------------------|------------------|------------------|
| 1 | <u>Loan Repayable on Demand</u> | | |
| | - From Bank | - | - |
| | - From Other Parties | - | - |
| 2 | Loans & Advances From Related Parties | - | - |
| 3 | Deposits | - | - |
| 4 | Others | - | - |
| | Total | - | - |

Note : 8 Trades Payable

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|----------------|------------------|------------------|
| 1 | Trade Payables | - | - |
| | Total | - | - |

Note : 9 Other Current Liabilities

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|------------------------|------------------|------------------|
| 1 | Audit Fees Payable | 5,000.00 | 5,000.00 |
| 2 | Salary Payable | 157,880.00 | 60,000.00 |
| 3 | Listing Fess Payable | 13,500.00 | 13,500.00 |
| 4 | Other Expenses Payable | 443,165.00 | 95,900.00 |
| | Total | 619,545.00 | 174,400.00 |

Note : 10 Short Term Provisions

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---|------------------|------------------|
| 1 | <u>Provision From Employees Benefit</u> | - | - |
| 2 | <u>Others</u> | | |
| | Provision For Income Tax | 387,329.00 | 359,195.00 |
| | Total | 387,329.00 | 359,195.00 |

ACHAL INVESTMENTS LIMITED
CIN : L65993DL1980PLC010636
Notes Forming Part of the Balance Sheet

Note : 11 Fixed Assets

| | | | Gross Block | | | | Depreciation | | | | Net Block | |
|--------|------------------------------|---------|------------------------|--------------------------|---------------------------|------------------------|------------------------|--------------------------|---------------------------|------------------------|----------------------|----------------------|
| Sr. No | Particulars | Rate | Value as on 01.04.2013 | Addition during the year | Deduction during the year | Value as on 31.03.2014 | Value as on 01.04.2013 | Addition during the year | Deduction during the year | Value as on 31.03.2014 | WDV as on 31.03.2014 | WDV as on 31.03.2013 |
| I | <u>Tangible Assets</u> | - | | | | | | | | | | |
| 1 | Computer & Software | 40.00 % | 178,320.00 | - | - | 178,320.00 | 5,944.00 | 68,950.40 | - | 74,894.40 | 103,425.60 | 172,376.00 |
| 2 | Mobile & Tabs | 40.00 % | 82,450.00 | - | - | 82,450.00 | 16,490.00 | 26,384.00 | - | 42,874.00 | 39,576.00 | 65,960.00 |
| 3 | Furnitures & Fixtures | 18.75 % | 78,450.00 | - | - | 78,450.00 | 7,354.50 | 13,330.41 | - | 20,684.91 | 57,765.09 | 71,095.50 |
| 4 | Office Equipment | 18.75 % | 71,600.00 | - | - | 71,600.00 | 6,712.50 | 12,166.41 | - | 18,878.91 | 52,721.09 | 64,887.50 |
| | SUB TOTAL (A) | | 410,820.00 | - | - | 410,820.00 | 36,501.00 | 120,831.21 | - | 157,332.21 | 253,487.79 | 374,319.00 |
| II | <u>Intangible Assets</u> | - | | | | | | | | | | |
| | SUB TOTAL (B) | | - | - | - | - | - | - | - | - | - | - |
| | TT | | | | | | | | | | | |
| | Total [A + B] (Current Year) | | 410,820.00 | - | - | 410,820.00 | 36,501.00 | 120,831.21 | - | 157,332.21 | 253,487.79 | 374,319.00 |
| | Previous Year) | | - | 410,820.00 | - | 410,820.00 | - | 36,501.00 | - | 36,501.00 | 374,319.00 | - |

ACHAL INVESTMENTS LIMITED

CIN : L65993DL1980PLC010636

Notes Forming Part of the Balance Sheet
Note : 12 Non Current Investment

| Sr. No | Particulars | | As at 31.03.2014 | As at 31.03.2013 |
|--------|---------------------------------|--|----------------------|------------------|
| 1 | Investment in Property | | - | - |
| 2 | Investment in Equity Instrument | | 33,876,600.00 | - |
| 3 | Other Investment | | - | - |
| 4 | Investment in Mutual Fund | | - | - |
| 5 | Investment in Partnership Firm | | - | - |
| | Total | | 33,876,600.00 | - |

Note : 13 Defferred Tax Assets (Net)

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--------------|------------------|------------------|
| | Deferred Tax | 11,278.00 | - |
| | Total | 11,278.00 | - |

Note : 14 Long Term Loans and Advances

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--|------------------|------------------|
| I) | <u>Capital Assets</u> | | |
| | a) Secured, Considered Good : | - | - |
| | b) Unsecured, Considered Good : | - | - |
| | c) Doubtful | - | - |
| II) | <u>Security Deposit</u> | | |
| | a) Secured, Considered Good : | - | - |
| | b) Unsecured, Considered Good : | - | - |
| | c) Doubtful | - | - |
| III) | <u>Loans & Advances to related parties</u> | - | - |
| IV) | <u>Other Loans & Advances</u> | | |
| | Others | 43,620,000.00 | 13,912,358.00 |

| | | |
|-------|---------------|---------------|
| Total | 43,620,000.00 | 13,912,358.00 |
|-------|---------------|---------------|

Note : 15 Other Non Current Assets

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--|-------------------|------------------|
| 1 | Long Term Trade Recievables | | |
| | <u>a) Secured, Considered Good :</u> | - | - |
| | <u>b) Unsecured, Considered Good :</u> | - | - |
| | <u>c) Doubtful</u> | - | - |
| | - | - | - |
| 2 | Others | - | - |
| | Misc. Expenses | 449,440.00 | - |
| | Total | 449,440.00 | - |

Note :16 Current Investment

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|----------------------------------|------------------|------------------|
| 1 | Investment in Equity | - | - |
| 2 | Investment in Prefrence Shares | - | - |
| 3 | Investment in Govt Securities | - | - |
| 4 | Investment in debentures & Bonds | - | - |
| 5 | Investment in Mutual Fund | - | - |
| 6 | Investment in Partnership Firm | - | - |
| 7 | Others | - | - |
| | FDR & Accrued Interest | - | - |
| | Total | - | - |

Note : 17 Inventories

| Sr. No | Particulars | As at 31.03.2014 | 31.03.2011 |
|--------|----------------------------|------------------|------------|
| 1 | Raw Material | - | - |
| 2 | Work-in-Progress | - | - |
| 3 | Finished Goods | - | - |
| 4 | Stock-in-Trade | - | - |
| 5 | Stores & Spares | - | - |
| 6 | Loose Tools | - | - |
| 7 | Other (Specify the nature) | - | - |
| 8 | Goods-in-transit | - | - |
| | Total | - | - |

Note : 18 Trade Receivables

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---|---------------------|-------------------|
| 1 | <u>Outstanding for more than six months</u> | | |
| | a) Secured, Considered Good : - | - | - |
| | b) Unsecured, Considered Good : - | - | - |
| | c) Doubtful - | - | - |
| 2 | <u>Others</u> | | |
| | a) Secured, Considered Good : - | - | - |
| | b) Unsecured, Considered Good : - | 4,600,000.00 | 664,150.00 |
| | c) Doubtful - | - | - |
| | Total | 4,600,000.00 | 664,150.00 |

Note : 19 Cash & Cash Equivalent

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|-----------------|-------------------|-------------------|
| | Cash Balances - | 26,081.00 | 259,640.00 |
| | Bank Balances - | 514,063.51 | - |
| | Total | 540,144.51 | 259,640.00 |

Note :20 Short Terms Loans and Advances

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---------------------------------------|----------------------|------------------|
| 1 | Loans & Advances from related parties | | |
| | a) Secured, Considered Good : - | - | - |
| | b) Unsecured, Considered Good : - | - | - |
| | c) Doubtful - | - | - |
| 2 | Others | 47,963,315.00 | - |
| | Total | 47,963,315.00 | - |

Note : 21 Other Current Assets

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|----------------------------|------------------|------------------|
| 1 | MAT Credit Entitlement A/c | - | 23,301.00 |
| 2 | TDS | 67,129.00 | - |
| | Total | 67,129.00 | 23,301.00 |

ACHAL INVESTMENTS LIMITED
CIN : L65993DL1980PLC010636
NOTES FORMING PART OF THE PROFIT & LOSS STATEMENT
Note : 22 Income from Operations

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--------------------------------|------------------|------------------|
| | <u>Revenue from Operations</u> | | |
| 1 | Sale of Shares | 21,561,965.81 | 689,800.00 |
| 2 | Interest Income | 671,277.00 | - |
| | Total (A) | 22,233,242.81 | 689,800.00 |
| | <u>Other Income</u> | | |
| 1 | Other Income | 487,678.00 | 482,340.00 |
| | Total (B) | 487,678.00 | 482,340.00 |
| | Total (A+B) | 22,720,920.81 | 1,172,140.00 |

Note : 23 Cost of Material Consumed

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|-------------|------------------|------------------|
| 1 | Purchases | - | - |
| | Total | - | - |

Note : 24 Change in Inventories

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---------------|------------------|------------------|
| 1 | Closing Stock | - | - |
| 2 | Opening Stock | - | - |
| | Total | - | - |

Note : 25 Employment Benefit Expenses

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|------------------------|------------------|------------------|
| 1 | Salary and Wages | 669,600.00 | 360,000.00 |
| 2 | Staff Welfare Expenses | 235,897.00 | - |
| | Total | 905,497.00 | 360,000.00 |

Note :26 Financial Cost

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--------------|------------------|------------------|
| 1 | Bank Charges | 736.52 | - |
| | Total | 736.52 | - |

NOTES FORMING PART OF THE PROFIT & LOSS STATEMENT

Note : 27 Depreciation & Amortised Cost

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|--------------|-------------------|------------------|
| 1 | Depreciation | 120,831.21 | 36,501.00 |
| | Total | 120,831.21 | 36,501.00 |

Note : 28 Other Expenses

| Sr. No | Particulars | As at 31.03.2014 | As at 31.03.2013 |
|--------|---------------------------------|---------------------|-------------------|
| 1 | Administrative Expenses: | | |
| | Accounting Charges | 24,000.00 | 36,000.00 |
| | Business Promotions Exp. | 183,277.00 | 128,900.00 |
| | Advertisement Expenses | 51,484.00 | 42,630.00 |
| | Legal & Professional | 74,466.00 | 25,700.00 |
| | Listing Fees | 258,427.88 | 13,500.00 |
| | Printing & Stationary | 37,003.00 | 20,987.00 |
| | Postage & Courier | 13,765.00 | 16,780.00 |
| | Telephone Expenses | 31,959.00 | 34,567.00 |
| | Staff Welfare Expenses | - | 72,470.00 |
| | Conveyance & Travelling Exp. | 108,730.00 | 78,467.00 |
| | ROC Expenses | - | 95,900.00 |
| | Misc. Expenses | 502,715.90 | 82,456.00 |
| | Filling Fees | 326,529.00 | - |
| | Office Expenses | 57,044.00 | - |
| | Repair & Maintainence | 11,890.00 | - |
| | Web Charges | 5,400.00 | - |
| | Misc Expenses W/o | 112,360.00 | - |
| | Payment to Auditors: | | |
| | Audit Fees | 5,000.00 | 5,000.00 |
| | Company Law Matters Fee | - | - |
| | Service Tax Fee | - | - |
| | Total | 1,804,050.78 | 653,357.00 |

ACHAL INVESTMENTS LIMITED
CIN : L65993DL1980PLC010636

Notes Forming Part of the Balance Sheet

Note : 29 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

- 1 Basis of Accounting
The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.
- 2 Changes in Accounting policies
The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.
- 3 Recognition of Income
Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.
- 4 Tangible Fixed Assets
Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.
4 (A)- Depreciation on tangible fixed assets
No Depreciation has been provided on Land.
- 5 Taxes on Income
Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.
- 6 Contingent Liability
The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.
- 7 Events occurring after the balance sheet date
Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.
- 8 Earnings Per Share
Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.
- 9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

B- NOTES TO THE ACCOUNTS

1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

| | 2013-14 | 2012-13 |
|--|---------|---------|
| Reconciliation of Nos. Of Shares | | |
| Number of Equity Shares at the beginning | 4243200 | 4243200 |
| Add: - Number of Shares Issued | 0 | 0 |
| Number of Equity Shares at the end | 4243200 | 4243200 |

3) Below are the name of the shareholders holding more than 5% of Shares of the company

| Name | Class of Share | No. of Share Holding | Percentage of Holding |
|--|----------------|----------------------|-----------------------|
| TCL Management Management Services Pvt Ltd | Equity | 750600 | 17.69% |

4) All the investments made by the company are valued at Cost .

5) Managerial Remuneration: Nil

6) The inventories of the company are valued as per cost price and market price which ever is less.

7) Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assets are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

8) The revised Schedule VI as notified under the companies Act,1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31,2013. The adoptation of the revised Schedule VI requirements has significantly modified the presentation and disclosurs which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.

9) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

10) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convinging evidence that the company will pay normal income tax during the specefied period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entilement to the extent there is no longer convinging evidence to the effect that company will pay normal Income Tax during the specified period.

11) Value of Import on CIF Basis Nil

12) Earnings in Foreign Exchange (FOB Value) Nil

13) Expenditure in Foreign Currency

Nil

14) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

15) Earning Per Share:

| Particulars | As at 31.03.2014 |
|--|------------------|
| Net profit after tax available for Equity Shareholders (Rs.) (A) | 153381.30 |
| Weighted Avg.Number Equity Shares outstanding (Nos.) (B) | 4243200 |
| Dilutive potential Equity Shares (Nos.) | 0 |
| Dilutive shares outstanding (Nos.) (C) | 4243200 |
| Nominal value per Equity Shares (Rs./ Share) | 10 |
| Basic Earnings per share (Rs./ Share) (A) / (B) | 0.036 |
| Diluted Earnings per share (Rs./ Share) (A) / (C) | 0.036 |

As per our report of even date attached.

For Kumar Anoop & Co.
Chartered Accountants

For Achal Investments Limited

Sd/-
CA Anoop Kumar
Proprieter
Membership No. :508958
FRN: 021412N

Sd/-
Abhishek Kumar
(Director)
DIN: 06799487

Sd/-
Ashok Agrawal
(Director)
DIN: 02668754

Sd/-
Laxmi Joshi
(Company Secretary)
M NO.33483

Place: New Delhi
Date: 28.05.2014

PROXY FORM

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

ACHAL INVESTMENTS LIMITED
 City Business Center, 3606 IIIrd Floor, Chamber no. 32, Daryaganj, Delhi 110002
 CIN NO: L65993DL1980PLC010636

| | |
|------------------------|--------|
| Name of the Member(s): | |
| Registered address: | |
| Folio No./Client Id:: | DP ID: |
| E-mail Id: | |

I/We, being the member(s) of..... Shares of the above named Company, hereby appoint:

| | |
|--------------------|-------------|
| Name : | Address : |
| E-mail Id : | Signature : |
| or failing him/her | |
| Name : | Address : |
| E-mail Id : | Signature : |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, September 29, 2014 at 9:15 a.m. at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi -110036.

Signed this _____ day of _____ 2014.

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of Shareholder

Signature of Proxy holder(s)

ATTENDANCE SLIP

ACHAL INVESTMENTS LIMITED

City Business Center, 3606 IIIrd Floor, Chamber no. 32, Daryaganj, Delhi 110002

CIN: L65993DL1980PLC010636

| | |
|--|--|
| Regd. Folio/DP ID & Client ID | |
| Name and Address of the Shareholder(s) | |
| Joint Holder 1 | |
| Joint Holder 2 | |

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of the Company being held on Monday, September 29, 2014 at 9:15 a.m. at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi -110036.

1. Signature of the Shareholder/Proxy Present

2. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
3. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.