

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office : 7C, 1st Floor, 'J' Block, Shopping Centre, Saket, New Delhi-110 017

September 6, 2016

To,
B.S.E. Limited
Listing Department
P.J. Tower, Dalal Street
Fort, Mumbai – 400 001
Ref – Security Code - 539493

Sub. :- Submission of Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosures requirements) Regulations 2015


Dear Sir,

This is to inform you that Annual General Meeting of the Company for the financial year 2015-16 was held on 19th August, 2016. Pursuant to the regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are sending herewith Annual Report for the Financial Year 2015-16.

This is in compliance of Listing Regulations, you are requested to take the information on your records.

Thanking you.

Yours faithfully,
For ADHARSHILA CAPITAL SERVICES LTD.


(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY



Encl: As Above

ADHARSHILA CAPITAL SERVICES LIMITED

[Corporate Identity Number : L74899DL1993PLC056347]

Regd. Off. : 7C, 1st Floor, 'J' Block, Shopping Centre,
Saket, New Delhi-110 017

23rd Annual Report

2015-2016

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. MRS. AMITA ADLAKHA
2. MR. RAJENDRA KUMAR KHANNA
3. MR. JOGINDER SINGH DHIKKAR
4. MR. HARNAND TYAGI
5. MR. SANJAY MONGA

Company Secretary & CFO:

Mr. Pradeep Kumar Sharma

Auditors:

M/s B.K. Kapur & Company
17, Navyug Market,
Ghaziabad (U.P.)

Registrar & Share Transfer Agent

M/s Skyline Financial Services
Pvt. Ltd.
D-153A, Ist Floor, Okhla Industrial
Area Phase-1, New Delhi - 110020

Bankers

State Bank of India, SIB,
Navyug Market,
Ghaziabad (U.P.)

Registered Office

7-C, Ist Floor, 'J' Block Shopping Centre
Saket, New Delhi-110017
Email: adharshilacapital@gmail.com
Website: www.adharshilacapital.in

Corporate Office

C/o. Uttam Toyota
A-11, Meerut Road, Industrial
Area, Ghaziabad, U.P. 201003

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ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Friday, the 19th day of August, 2016 at 12:30 P.M. at "Shree Agrasen Bhawan" Vivek Vihar, Delhi – 110 095" to transact the following business(es):

ORDINARY BUSINESS(ES)

1. **Adoption of Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Profit and Loss Statement for the year ended on that date and the Reports of Directors and Auditors thereon.

2. **Re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation**

To appoint Mrs. Amita Adlakha (DIN: 00050772), who retires by rotation and is eligible for re-appointment.

3. **Appointment of Statutory Auditor**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the continuance of the appointment of M/s B. K. Kapur & Company, Chartered Accountants (Firm Registration No. 000852C), as Auditors of the Company, be and is hereby ratified till the conclusion of Annual General Meeting to be held in the year 2017"

SPECIAL BUSINESS(ES)

4. **Alteration in the Memorandum and adoption of new sets of Articles of Association as per Companies Act, 2013**

To consider and if thought fit to pass with or without modification(s), the following resolution(s) as **SPECIAL RESOLUTION(s)**:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the rules made thereunder and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company by deletion of existing Clause III(B) and III(C) and by insertion of new Clause III(B)- **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”** in the Memorandum of Association as per Companies Act, 2013 and the altered Memorandum of Association placed before the meeting be and is hereby approved and adopted as new sets of Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the rules made thereunder and all other applicable provisions, if any, (including any statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles of Association as per new Companies Act, 2013 submitted to this meeting, be and is hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Place: Ghaziabad
Dated: 20th July, 2016**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

Registered Office:

7C, 1st Floor,
'J' Block Shopping Centre,
Saket, New Delhi-110017
CIN : L74899DL1993PLC056347

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of this meeting. A proxy shall not vote except on a poll. A Proxy form is enclosed herewith.

Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

2. Pursuant to Section 91 of the Companies Act, 2013, the Share Transfer Books and the Register of Members of the company will remain closed from 12th August 2016 to 19th August, 2016 (both days inclusive).
3. In terms of notification issued by Securities and Exchange Board of India, Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 2nd January, 2002. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
4. Members desiring any information regarding Accounts of the Company are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready, as far as possible, at the Meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. Members are informed that in the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's registrar and the Company. Members are requested to notify any change of address to the Company or its Registrar i.e. M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110 020.
8. Members / Proxies are requested to bring the attendance slip sent with Annual Report duly filled in for attending the meeting.
9. As per green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their email addresses to the Registrar & Share Transfer Agent of the Company namely M/s Skyline Financial Services Pvt. Ltd., in order to receive the various Notices and other Notifications from the Company, in electronic form.
10. Members may also note that the Notice of Annual General Meeting and the Annual Report 2015-16 are also be available on Company's website: www.adharshilacapital.in

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide the facility to members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by e-voting shall be able to vote at the meeting through Ballot Paper.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 16th August, 2016 (9.00 am) and ends on 18th August, 2016 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. 12th August, 2016 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12. Mr. Akshat Garg, Practicing Company Secretary (Membership No. ACS 22637) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the website of the Company viz. www.adharshilacapital.in and shall also be communicated to the Stock Exchange where the Company's Equity Shares are listed i.e. BSE Limited.

13. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date i.e.12th August, 2016.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
17. Explanatory Statements setting out all material facts relating to Special Businesses contained in item No. 4 as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

**RE-APPOINTMENT / APPOINTMENT OF DIRECTORS
(ANNEXURE TO NOTICE)**

(A brief particulars in respect of the proposed re-appointment/appointment of Directors is given below in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

1. Mrs. Amita Adlakha (DIN : 00050772):

Mrs. Amita Adlakha, aged 53 years is a graduate. She has an overall experience of over 28 years in the field of general administration.

Qualification : Graduate

Directorship held in other Companies

- a) Pariksha Fin-Invest-Lease Limited
- b) Telma Trading Private Limited
- c) Divine Grace Enterprises Private Limited
- d) Uttam Energy Systems Limited
- e) Pri Metals Private Limited

Membership in committees in other Companies

Nil

Relationships between Director inter-se

Mrs. Amita Adlakha is not related to any other Directors of the Company.

Number of Shares held in the Company

Mrs. Amita Adlakha is holding 7,00,000 (12.73%) Equity Shares in the company.

**Details of Shareholding/other convertible instruments of
Non-Executive Directors of the Company**

(Pursuant to Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

SI No.	Name of Director	No. of Equity Shares	Other Convertible Securities
1	Sh. R. K. Khanna	Nil	Nil
2	Sh. J. S. Dhikkar	Nil	Nil
3	Sh. H.N. Tyagi	Nil	Nil
4	Sh. Sanjay Monga	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE BY Order of the Board

ITEM NO. 4:

The present Memorandum and Articles of Association of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amended from time to time. The provisions contained in the existing Memorandum and Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Memorandum and Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table 'A' to Schedule I to the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by shares and Table 'F' to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The Board of Directors recommends the resolutions for approval of Members by way of **Special Resolutions**.

None of the Directors/Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in passing the resolutions.

For ADHARSHILA CAPITAL SERVICES LIMITED

**Place: Ghaziabad
Dated: 20th July, 2016**

**Sd/-
(PRADEEP KUMAR SHARMA)
COMPANY SECRETARY
Membership No. FCS-6836**

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

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Corporate Office: C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in**DIRECTORS' REPORT****TO THE MEMBERS**

The Directors have pleasure in presenting the Twenty Third Annual Report and the Audited Statements of Accounts of your Company for the year ended 31st March 2016.

FINANCIAL RESULTS

The financial results of the Company for the year ended on 31st March, 2016 are as under

	(In Rupees)	
	Year Ended 31.03.2016	Year Ended 31.03.2015
Revenue from Operations	16,68,720	19,24,876
Profit/ (Loss) before Depreciation, Tax & Contingent provisions against Standard Assets	(18,67,670)	2,88,222
Less : Depreciation	19,581	1,09,876
Contingent provisions against Standard Assets	-	6,250
Less: Provision for tax:-		
- Deferred Tax Charge/(Credit)	(9,63,676)	(5,79,380)
- Income Tax	-	22,760
- MAT Credit entitlement	-	(22,760)
Profit / (Loss) after Taxation	<u>(9,23,575)</u>	<u>7,51,476</u>
Balance Brought Forward	30,72,258	25,20,782
Surplus carried to Balance Sheet	<u>21,48,683</u>	<u>32,72,258</u>

The working of your company for the year under review resulted in loss of Rs.9,23,575/- as against profit of Rs.7,51,476/- in the previous year. During the year under review, the Company has not changed the nature of its Business.

DIVIDEND

In view of the losses incurred by the Company during the year under review, The Board of Directors has not recommended any dividend for the financial year 2015-2016.

SHARE CAPITAL

During the year under review, the Company has neither issued any Equity Shares, Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity. As on 31st March, 2016 none of the Directors of the Company held shares of the Company except Mrs. Amita Adlakha, Managing Director of the Company, who is holding 7,00,000 (12.73%) Equity Shares in the Company. The Company has not bought back any equity shares during the year 2015-16.

LISTING OF EQUITY SHARES ON BOMBAY STOCK EXCHANGE

The Securities and Exchange Board of India ("SEBI") vide its Order dated November 19, 2014 has de-recognised the Delhi Stock Exchange Limited ("DSE") and suggested vide its Circular dated April 17, 2015 the Companies listed on DSE, should get their Shares Listed at any nation-wide Stock Exchange to avoid from the other consequences.

The Company's Equity Shares were listed on DSE Limited. Board of Directors has taken action/initiative for the listing of Equity Shares on BSE Limited (i.e. Bombay Stock Exchange) and got its Equity Shares Listed on BSE Limited on 15th December, 2015.

LISTING AGREEMENT

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was issued by Securities and Exchange Board of India (SEBI), on 2nd September, 2015 and the same was applicable from 1st December, 2015. With the commencement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the provisions of earlier Listing agreement were rescinded. All listed entities were required to enter into the new Listing Agreement within six months from the effective date. Accordingly the Company has entered into Listing Agreement with BSE Limited.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Amita Adlakha, Managing Director of the Company retire by rotation and being eligible, offers herself for reappointment. The Board recommends the re-appointment of Mrs. Amita Adlakha as Director in the ensuing AGM of the Company. Brief profile of Mrs. Amita Adlakha and her Qualification, Experience alongwith the name of Companies in which she holds the Directorship and Public Companies in which she holds Chairmanship/membership of the Committees of the Board, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as Annexure to the Notice convening the Annual General Meeting.

All the Directors have made necessary disclosures as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Pradeep Kumar Sharma is Company Secretary cum Chief Financial Officer of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of Annual Accounts for the year ended 31st March, 2016 and state that:

- i. in the preparation of Annual Accounts for the year ended March 31, 2016, the applicable accounting standards had been followed with proper explanation relating to material departures;
- ii. we have selected appropriate accounting policies and have applied them consistently and, made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the losses of the Company for the year ended on that date.
- iii. we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. we have prepared the annual accounts on a going concern basis;
- v. we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

The Notes on financial statement referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report does **not contain any qualification, reservation or adverse remark.**

M/s B. K. Kapur & Co., Chartered Accountants, Ghaziabad, Auditor of the Company was appointed for a tenure of three years, i.e. till the conclusion of 24th Annual General Meeting to be held in the year 2017. In View of due compliance of the provisions of Section 139(1), their continuance of appointment is required to be ratified by the members of the Company in the ensuing Annual General Meeting. Therefore, your Directors recommended the ratification of appointment of M/s B. K. Kapur & Co., Chartered Accountants as Statutory Auditors in the ensuing Annual General Meeting. The Company has already received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, the Company has appointed M/s Akshat Garg

& Associates, (CP No. 10655), Practicing Company Secretaries, Ghaziabad to do Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report for the financial year ended 31st March, 2016 is attached and marked as "Annexure-1" and forms part of the Board Reports. The observation made by the Secretarial Auditors in their report are self explanatory and therefore do not call for any further explanations/comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

FIXED DEPOSITS

Your Company has neither accepted nor renewed any deposit within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2016.

NUMBER OF MEETINGS OF THE BOARD

During the year under review eight Board Meetings were convened. Other details of Board Meetings held are given in Corporate Governance Report.

COMPOSITION OF AUDIT COMMITTEE

The Company has Audit Committee as per the provisions of Section 177 of Companies Act, 2013 which comprises three members. Other details about the committee and terms of reference are given in Corporate Governance Report.

SUBSIDIARY COMPANIES/JOINT VENTURES/ASSOCIATE COMPANY

The Company does not have any Subsidiary and or any Joint Venture Company or Associate Company.

EXTRACT OF ANNUAL RETURN

The extracts of the Annual Return as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed herewith and marked as "Annexure-2" to this Report.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177 of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has set up and adopted a Vigil Mechanism/ Whistle Blower Policy (the "Policy") which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company. The Mechanism shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases. The aforesaid policy can be accessed on the Company's website www.adharshilcapital.in and weblink of the same is <http://adharshilcapital.in/uploads/policies/vigil-mechanism-policy.pdf>

NOMINATION & REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Board has constituted a Nomination & Remuneration Committee and the details of terms of reference, number and dates of meeting held, attendance and other details are given separately in the attached Corporate Governance Report. The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, senior managerial personnel and their remuneration. The remuneration, if any will be governed by the provisions of Companies Act, 2013 and Rules made thereunder. The aforesaid policy can be accessed on the Company's website www.adharshilcapital.in and weblink of the same is <http://www.adharshilcapital.in/uploads/policies/nomination-and-remuneration-policy.pdf>

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the performance evaluation of its own performance and of the Board Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee as well as evaluation of performance of Directors' individually.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company being a Non-Banking Finance Company (NBFC), the provision of Section 186 of the Companies Act, 2013 are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

All related party transactions entered during the year are negotiated on an arms-length basis and are in ordinary course of business. There have been no materially significant related party transactions made by the Company with the promoters, the key managerial personnel which may be in conflict with the interest of the company at large. Hence, the disclosure as required in Section 134(3)(h) in the prescribed form AOC-2 is not required to annexed with this Report. The suitable disclosure as required in AS-18 regarding Related Party transactions has been made in the notes to financial statements. The Company has a policy for Related Party Transaction placed it on Company website www.adharshilcapital.in and weblink of the same is <http://adharshilcapital.in/uploads/policies/rpt-policy.pdf>.

PARTICULARS OF EMPLOYEES

As the Company is not paying any remuneration to any Directors/Independent Directors/Non-Executive Directors or Managing Director. Therefore, Particulars of employees as required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be provided in the report. However, the information on employees' particulars is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of

the ensuing AGM. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary of the Company in this regard.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the company is a Finance and Investment Company and has no manufacturing activity or other operations. Therefore, the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable.

There were no foreign exchange earnings or outgoing during the financial year ended 31st March, 2016.

DEMATERIALIZATION OF SECURITIES

As informed in the last year's Director's Report, the shares of your Company were included in the compulsory list of trading in dematerialization form with effect from 2nd January, 2002. Your company had entered into necessary agreement with depository NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited). It is, therefore, advisable to trade in the securities of the Company in dematerialization form, which is convenient and safe.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. Corporate Governance Report along with a certificate from practicing Company Secretary on the Compliance of the condition of Corporate Governance, forms a part of the Report and is given separately annexed and marked as "Annexure-3".

MANAGEMENT DISCUSSION & ANALYSIS REPORT

A separate Report on Management Discussion and Analysis for the year under review, as stipulated under regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith and marked as "Annexure-4".

INTERNAL FINANCIAL CONTROLS

The Company has an adequate system of internal control relating to the nature of the business of the Company. A detailed note has been provided under Management Discussion and Analysis Report. The Company has an Audit Committee which ensures proper compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Companies Act, 2013 reviews the adequacy and effectiveness of the internal control.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

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

Your Directors confirm that during the year under review, there were no complaints received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Hence no complaint is outstanding as on 31.03.2016 for redressal.

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of Rs.500 Crores or more or turnover of Rs.1000 Crores or more or net profit of Rs.5 Crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

The Company has not developed and implemented any Corporate Social Responsibility initiatives as on date, as the Company does not fall within the purview laid down for the applicability of the provisions of section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility.

RISK MANAGEMENT COMMITTEE

The Board has constituted a Risk Management Committee which comprises three members. Other details about the committee and terms of reference are given in the Corporate Governance Report. The Committee, on a quarterly basis, provide status updates to the Board of Directors of the Company. However, the Company does not have any Risk Management Policy as on date as the elements of risk threatening the Company's existence is very minimal.

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

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

ACKNOWLEDGEMENTS

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of Board of Directors
For ADHARSHILA CAPITAL SERVICES LIMITED**

**Sd/-
RAJENDRA KUMAR KHANNA
DIRECTOR
DIN : 0018359**

**Sd/-
AMITA ADLAKHA
MANAGING DIRECTOR
DIN: 00050772**

**Place : Ghaziabad
Dated : 27th May, 2016**

ANNEXURE '1'
FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment
and Remuneration Personnel) Rules, 2014]

To,
The Members,
Adharshila Capital Services Limited
7C, 1st Floor, 'J' Block,
Shopping Centre Saket,
New Delhi-110017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Adharshila Capital Services Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on March 31st, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Audit Period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
 - (i) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- (vi) Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

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

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

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

We further report that

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

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

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

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

We further report that during the audit period the Company has got the listing permissions of the Equity Shares of the Company on BSE Limited which is having major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

Disclosure

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

**FOR AKSHAT GARG & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
AKSHAT GARG
M. NO. ACS22637
COP NO. 10655**

**Place: Ghaziabad
Date: 27th May, 2016**

Annexure – A

[Annexure to the Secretarial Audit Report of M/s. Adharshila Capital Services Limited for the Financial Year ended 31st March, 2016]

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

**FOR AKSHAT GARG & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
AKSHAT GARG
M. NO. ACS22637
COP NO. 10655**

**Place: Ghaziabad
Date: 27th May, 2016**

ANNEXURE-'2'**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L74899DL1003PLC050347
ii	Registration Date	08-Dec-93
iii	Name of the Company	Adharshila Capital Services Limited
iv	Category/Sub-category of the Company	Public Limited
v	Address of the Registered office & contact details	7C, 1st Floor, 'J' Block, Shopping Centre Saket, New Delhi - 110 017 Contact No. 0120-4152766
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110 020 Tel. : 011-26812682, 83, 011-64732681 to 88 Fax : 011-26812682

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
-	Other financial service activities, except insurance and pension funding activities.	64990	90.23%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES-

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

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,780,000	-	2,780,000	50.55	2,780,000	275,000.00	3,055,000	55.55	5.00
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	340,000	-	340,000	6.18	340,000	-	340,000	6.18	-
d) Bank/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	3,120,000	-	3,120,000	56.73	3,120,000	275,000.00	3,395,000	61.73	5.00
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter	3,120,000	-	3,120,000	56.73	3,120,000	275,000	3,395,000	61.73	5.00
(A)= (A)(1)+(A)(2)									

B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII/S	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corporates									
i) Indian	-	920,500	920,500	16.74	-	67,500	67,500	1.23	-15.51
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	1,127,100	1,127,100	20.49	40	1,126,100	1,126,140	20.48	-0.02
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	332,400	332,400	6.04	-	761,400	761,400	13.84	7.80
c) Others (specify)									
Hindu Undivided Family	-	-	-	-	99,960	50,000	149,960	2.73	2.73
SUB TOTAL (B)(2):	-	2,380,000	2,380,000	43.27	100,000	2,005,000	2,105,000	38.27	-5.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	2,380,000	2,380,000	43.27	100,000	2,005,000	2,105,000	38.27	-5.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3,120,000	2,380,000	5,500,000	100.00	3,220,000	2,280,000	5,500,000	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged encumbered to total Shares	
1	Shomna Adlakha	100,000	1.82	NIL	100,000	1.82	Nil	Nil
2	Ranjan Adlakha	820,000	14.91	NIL	820,000	14.91	Nil	Nil
3	Uttam Industrial Engineering Limited	50,000	0.91	NIL	50,000	0.91	Nil	Nil
4	Uttam Sucrotech Limited	150,000	2.73	NIL	150,000	2.73	Nil	Nil
5	New Castle Finance And Leasing Private Limited	140,000	2.55	NIL	140,000	2.55	Nil	Nil
6	Raj Kumar Adlakha Karta of Raj Kumar Adlakha (HUF)	50,000	0.91	NIL	50,000	0.91	Nil	Nil
7	Raj Kumar Adlakha	1,360,000	24.73	NIL	1,360,000	24.73	Nil	Nil
8	Amita Adlakha	425,000	7.73	NIL	700,000	12.73	Nil	5.00
9	Balram Adlakha	25,000	0.45	NIL	25,000	0.45	Nil	Nil
	Total	3,120,000	56.73	NIL	3,395,000	61.73	NIL	5.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Share holding at the beginning of the Year	Cumulative Share holding during the year			
		No. of Shares	% of total shares of the company		
	No. of Shares	% of total shares of the company	No of shares	% of total shares of the company	
	At the beginning of the year	3120000	56.73	3120000	56.73
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	31.03.2016 : Acquisition of 2,75,000 shares from public by Amita Adlakha	275000	5	275000	5
	At the end of the year	3395000	61.73	3395000	61.73

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

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year			
		No.of shares	% of total shares of the company		
	For Each of the Top 10 Shareholders	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	920,500	16.74	920,500	16.74
	1. Ajanta Fin-Invest-Lease Pvt Ltd.	69,800	1.27	69,800	1.27
	2. Antares Metal And Steel Limited	165,000	3.00	165,000	3.00
	3. Kamkan Fincap Pvt. Ltd.	180,000	3.27	180,000	3.27
	4. Parshuram Capital Services Ltd.	190,000	3.45	190,000	3.45
	5. Pragati Vanijaya Ltd.	140,000	2.55	140,000	2.55
	6. DB Merchant Banking Services Limited	103,200	1.88	103,200	1.88
	7. Seven Eleven Leasing & Fin.Ltd.	27,500	0.50	27,500	0.50
	8. Yadu International Ltd.	20,000	0.36	20,000	0.36
	9. KCM Leasing & Finance Pvt. Ltd.	20,000	0.36	20,000	0.36
	10.Nagraj Property & Inv. Co.Pvt.Ltd.	5,000	0.09	5,000	0.09
	Date wise Increase/decrease in Shareholder's Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) :	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	508,660	9.25	508,660	9.25
	1. Aryan Garg	53,000	0.96	53,000	0.96
	2. Indravadan Vagadia	52,700	0.96	52,700	0.96
	3. Rajesh Garg	52,000	0.95	52,000	0.95
	4. Leela Garg	51,000	0.93	51,000	0.93
	5. Raghav Garg	50,000	0.91	50,000	0.91
	6. Kuahma Negi	50,000	0.91	50,000	0.91
	7. Prem Chand Garg (HUF)	50,000	0.91	50,000	0.91
	8. Naresh Butala	50,000	0.91	50,000	0.91
	9. Ram Dayal Jain (HUF)	50,000	0.91	50,000	0.91
	10. Rajesh Garg (HUF)	49,960	0.91	49,960	0.91

(v) Shareholding of Directors & Key Managerial Personnel:

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	425000	7.73	425000	7.73
	Amita Adlakha, Managing Director*	425000	7.73	425000	7.73
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	31.03.2016 : Acquisition of 2,75,000 shares from public by Amita Adlakha	275000	5.00	275000	5.00
	Amita Adlakha, Managing Director	700000	12.73	700000	12.73
	At the end of the year	700000	12.73	700000	12.73

* Mrs Amita Adlakha appointed as Additional cum Managing director of the Company w.e.f 10.07.2015.

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	2,500,000	-	2,500,000
ii) Interest due but not paid	-	214,273	-	214,273
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,714,273	-	2,714,273
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	1,503,290	-	1,503,290
Net Change	-	1,503,290	-	1,503,290
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,000,000	-	1,000,000
ii) Interest due but not paid	-	210,983	-	210,983
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		1,210,983		1,210,983

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

NIL

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	-	NIL		-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	NIL		-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)
	Ceiling as per the Act

B. Remuneration to other directors:

NIL

Sl.No	Particulars of Remuneration	Name of the Directors			
1	Independent Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.	-	-	-	-

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

(Rupees in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	6.63	-	6.63
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	6.63	-	6.63

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

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

For and on behalf of Board of Director
For ADHARSHILA CAPITAL SERVICES LIMITED

Sd/-
RAJENDRA KUMAR KHANNA
DIRECTOR
DIN : 00183593

Sd/-
AMITA ADLKHA
MANAGING DIRECTOR
DIN: 00050772

ANNEXURE – '3'**CORPORATE GOVERNANCE REPORT 2015-2016****1. PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Board of Directors and the Management of Adharshila Capital Services Limited ensure that it endeavors to adopt the best practices on corporate Governance. In this intensive competitive environment, the management and employees of the company are committed to uphold the core values of transparency, integrity, honesty and accountability. The company will continue to focus its resources, strengths and strategies to safeguard the shareholders' wealth and at the same time protect the interests of all its shareholders.

2. BOARD OF DIRECTORS:**a) Composition of the Board**

The Board of Directors of the Company comprises of Five Directors with One Executive Director and four Non-Executive Independent Directors. The Board of the Company is duly constituted as per the requirements of Companies Act, 2013 read with rule made thereunder and Listing Regulations.

All the Directors have made disclosures of Interest and details regarding their directorships and memberships on various Committees across all Companies in which they are Directors and Members.

The composition and category of Directors of the Company are as follows:

Name of Director	Designation	Category
Ms. Amita Adlakha	Managing Director	Executive/ Promoter Group
Mr. Rajendra Kumar Khanna	Director	Non Executive/ Independent Director
Mr. Joginder Singh Dhikkar	Director	Non Executive/ Independent Director
Mr. Harnand Tyagi	Director	Non Executive/ Independent Director
Mr. Sanjay Monga	Director	Non Executive/ Independent Director

None of the Directors of the Company has any pecuniary relationship with the Company.

All the Independent Directors are Non-Executive and given declaration as per the requirement of Companies Act, 2013 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 that they meets the criteria of independence.

b) Board Meetings and attendance record of each Director

Eight Board Meetings were held during the financial year 2015-2016. The time gap between the two meetings were not more than 120 days.

Attendance of each Director at the Board Meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committee of each Director in various companies during the financial year is as follows:

Name of Director(s)	No. of Board Meetings Attended	Last AGM Attended
Ms. Amita Adlakha	4	Yes
Mr. Rajendra Kumar Khanna	8	Yes
Mr. Joginder Singh Dhikkar	6	Yes
Mr. Harnand Tyagi	6	Yes
Mr. Sanjay Monga	5	Yes

c) Number of other board of directors or committees in which a directors is a member or chairperson

Name of Director(s)	No. of Other Directorships¹ and Committee Memberships/Chairmanships		
	Other Directorships	Committee Memberships	Committee Chairmanships
Ms. Amita Adlakha	2	-	-
Mr. Rajendra Kumar Khanna	1	4	4
Mr. Joginder Singh Dhikkar	-	2	-
Mr. Harnand Tyagi	1	2	-
Mr. Sanjay Monga	-	2	-

¹. Excludes viz. Private / Overseas Companies.

d) Details of Board Meetings held during the year ended 31st March, 2016

The Details of the meetings of Board of Directors held during the year are as follows:

S.No.	Date of Meeting	No. of Director Present
1.	20.04.2015	3
2.	27.05.2015	3
3.	10.07.2015	3
4.	31.08.2015	4
5.	02.11.2015	4
6.	14.11.2015	5
7.	15.01.2016	4
8.	12.02.2016	3

e) Relationships Between Directors

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

f) Details of Shareholding of Non- Executive Directors in the Company

The details of shareholding of Non- Executive Directors in the Company are as under: -

S. No.	Name of Director	Shareholding
1.	Mr. Rajendra Kumar Khanna	NIL
2.	Mr. Joginder Singh Dhikkar	NIL
3.	Mr. Harnand Tyagi	NIL
4.	Mr. Sanjay Monga	NIL

g) Familiarization Programme for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of ADHARSHILA CAPITAL SERVICES LIMITED ("the Company"). The said programme has been adopted by the Board of Directors pursuant to Securities and Exchange Board of India vide Circular no. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014.

As per the requirement of regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programme. **Familiarization Programme for Directors is also placed on the website:** www.adharshilacapital.in and can be accessed at this weblink <http://adharshilacapital.in/uploads/policies/independent-director-familiarisation-programme.pdf>.

3. AUDIT COMMITTEE

a) Terms of reference: -

A. The role of the audit committee will be as follows:

The Company has Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the observations of the management and internal/ external auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. The other roles of Audit Committee, inter-alia includes the following:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - 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 made in the financial statements arising out of audit findings
 - 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
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public 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;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- 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 and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. The audit committee will review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and

- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual Statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b) Composition, Name of Members and Chairman: -

The Audit Committee presently comprises of three members and all are Independent Directors. Mr. Rajendra Kumar Khanna, (Independent Director) is the Chairman of the Committee.

All the Members are financially literate and possess sound knowledge of accounts, audit, finance etc.

S. No.	Name	Category
1.	Mr. Rajendra Kumar Khanna – Chairman (Independent Director)	
2.	Mr. Anil Datta	– Independent Director
3.	Mr. Harnand Tyagi	– Independent Director

c) Meeting and attendance

During the Financial Year 2015-16, 4 (four) Audit Committee Meetings were held on 27.05.2015, 09.07.2015, 02.11.2015 and 12.02.2016. The attendances of members are as follows: -

S. No.	Name	Attendance
1.	Mr. Rajendra Kumar Khanna	4
2.	Mr. Joginder Singh Dhikkar	2
3.	Mr. Sanjay Monga	3

Mr. Pradeep Kumar Sharma, Company Secretary acts as Secretary to this Committee.

4. NOMINATION & REMUNERATION COMMITTEE

a) Terms of reference: -

The Company has Nomination and Remuneration pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Nomination & Remuneration committee is constituted to look into the following matters:

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

b) Composition, Name of members and Chairman: -

The Company's Nomination & Remuneration committee presently comprising of three members look into the matter relating to payment of remuneration to the Directors. Mr. Rajendra Kumar Khanna has been elected as Chairman.

The following Directors are the present members of Nomination and Remuneration Committee

S. No.	Name	Category
1.	Mr. Rajendra Kumar Khanna – Chairman (Independent Director)	
2.	Mr. Sanjay Monga – Independent Director	
3.	Mr. Harnand Tyagi – Independent Director	

c) Meeting and attendance during the year: -

During the Financial Year 2015-16, one committee meeting was held on 09.07.2015. The attendance of members is as follows:-

S.No.	Name of Member	Category	Attendance
1.	Mr. Rajendra Kumar Khanna	Independent / Non-Executive	1
2.	Mr. Sanjay Monga	Independent / Non-Executive	1
3.	Mr. Harnand Tyagi	Independent/ Non-Executive	0

d) Performance evaluation criteria for independent directors:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the performance evaluation of its own performance and of the Board Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee as well as evaluation of performance of Directors' individually.

The Board has carried out the performance evaluation of its own performance and of the Board Committees, viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee as well as evaluation of performance of Directors' individually. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, corporate governance practices and stakeholders' interests, etc. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, meeting & competition challenges, compliance and due diligence, financial control, safeguarding the interest of the Company and its minority shareholders etc.

5. REMUNERATION OF DIRECTORS:

The Company is not paying any Remuneration to its directors due to inadequacy of income/profit.

6. STAKEHOLDERS' RELATIONSHIP:

The Company has Stakeholders' Relationship pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2015-16, 6 (Six) committee meetings were held.

Composition, Name of members and Chairman:

S.No.	Name of Member	Category	Committee meeting held	Meetings attended
1.	Mr. Rajendra Kumar Khanna	Chairman	6	6
2.	Mr. Harnand Tyagi	Member		5
3.	Mr. Joginder Singh Dhikkar	Member		3

a)	Name of Chairman heading the Committee	Mr. Rajendra Kumar Khanna (Non Executive Independent Director)
b)	Name & Designation of Compliance Officer	Mr. Pradeep Kumar Sharma, Company Secretary
c)	Number of shareholders' complaints received so far	During the year 2015-16, no complaint was received from Shareholders / Investors.

d)	Number not solved to the satisfaction of shareholders	N.A.
e)	Number of pending complaints	N.A.

7. GENERAL BODY MEETINGS

a) Details of last three Annual General Meetings

Meeting	Date	Venue of AGM	Time	Special Resolution Passed
20 th AGM	19.08.2013	Shree Agrasen Bhawan, Vivek Vihar, Delhi	10.30 A.M.	NIL
21 th AGM	30.09.2014	Shree Agrasen Bhawan, Vivek Vihar, Delhi	10.00 A.M.	NIL
22 th AGM	30.09.2015	Shree Agrasen Bhawan, Vivek Vihar, Delhi	12.30 P.M.	NIL

b) Resolution passed through Postal Ballot

During the current financial year i.e. 2015-16, the Company has not passed any Resolution through Postal Ballot.

No special resolution is proposed to be conducted through postal ballot at the forthcoming AGM to be held on 19th August, 2016.

8. MEANS OF COMMUNICATION

The Company is publishing quarterly unaudited / annual audited financial results, notice, advertisement and other official news in the "The Financial Express" (English) and "Jansatta" (vernacular language) regularly. The results are also displayed/uploaded on the Company's website: www.adharshilacapital.in

9. GENERAL SHAREHOLDER INFORMATION

a)	AGM Date, time and venue	Friday, 19 th August, 2016 at 12.30 p.m. at Shree Agrasen Bhawan" Vivek Vihar, Delh-110095
b)	Financial Year	1 st April, 2015 to 31 st March, 2016
	Financial Calendar 2016-17 (Tentative Schedule) Results for quarter/year ending 30 th June, 2016 30 th September, 2016	April 1, 2015 to March 31, 2016 On or before 14 th day of August, 2016 On or before 14 th day of November, 2016

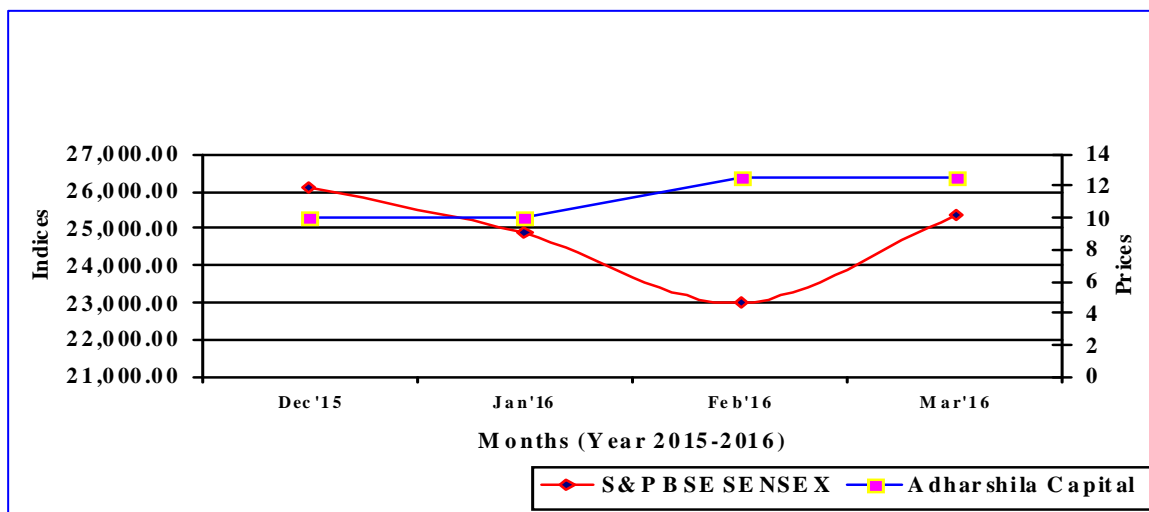
ADHARSHILA CAPITAL SERVICES LIMITED

	31 st December, 2016 31 st March, 2017	On or before 14 th day of February, 2017 Before end of 30 th day of May, 2017
	Book Closure Date	Friday, 12 th August, 2016 to Friday, 19 th August, 2016 (both days inclusive).
c)	Dividend Payment Date	N.A.
d)	Listing on Stock Exchange	BSE Limited. 1 st Floor, Phiroze, Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Note : Your Company has already paid the Listing fees to the Stock Exchange for the F.Y. 2015-16 & F.Y. 2016-17
e)	Stock Code BSE Limited	539493

f) Market Price Data High/ Low during each month of the Financial Year 2015-16:
(BSE Limited)

Month	High (Rs.)	Low (Rs.)
February'16	12.50	12.50
March'16	12.50	12.50

g) Relative performance of Adharshila's Share versus S&P BSE SENSEX:



*The Equity Shares of the Company were listed on BSE Limited w. e. f. 15th December, 2015, Hence the above graph prepared for December'2015 onwards.

h)	Suspension from trading	There was no suspension of trading of equity shares of the Company ordered by BSE.
i)	Registrars and Share	M/s Skyline Financial Services Pvt. Ltd.

	Transfer Agents (for physical & demat shares)	D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110 020 Phone no: 011-30857575 (10 Lines) Fax: 011-30857562 E-Mail: admin@skylinerta.com Website: http://www.skylinerta.com
j)	Share transfer system	Physical Shares, which are lodged with the Company/ Registrar for transfer are processed and returned to the shareholder within the period of 15 days.

(k) Distribution Of Shareholding (As On March 31, 2016)

(i) On the basis of Category

Category	No. of Shares Held	Percentage to total shares held
Shareholding of Promoter & Promoter Group		
Indian		
- Individuals/HUFs	30,55,000	55.55
- Bodies Corporate	3,40,000	6.18
Sub total	33,95,000	61.73
Foreign	--	--
Total Shareholding of Promoter & Promoter Group	33,95,000	61.73
Public Shareholding		
- Institutions	--	--
Sub total	--	--
- Non-Institutions		
- Bodies Corporate	67,500	1.23
i. Individuals		
ii. Individual Shareholders holding nominal share capital upto Rs.1.00 lakh	11,26,140	20.48
iii. Individual Shareholders holding nominal share capital in excess of Rs. 1.00 lakh	7,61,400	13.84
iv. Any other (specify) (HUF)	149,960	2.72
Sub total	21,05,000	38.27
Total Public Shareholding	21,05,000	38.27
GRAND TOTAL	55,00,000	100.00

(ii) On the basis of Shares held

No of Equity Shares held (Range)	No. of Shareholders	Percentage of total share Holders	No. of Shares held	Percentage to total shares held
Upto 500	813	73.91	4,05,040	7.36
501-1000	56	5.09	53,400	0.97
1001-2000	69	6.27	1,05,900	1.93
2001-3000	45	4.09	1,14,200	2.08
3001-4000	27	2.45	97,500	1.77
4001-5000	19	1.73	91,100	1.66
5001-10000	32	2.91	2,59,000	4.71
10001 & above	39	3.55	43,73,860	79.52
TOTAL	1,100	100.00	55,00,000	100.00

l) Dematerialization of shareholding and liquidity	Consequent upon the compulsory demat of the Equity Shares of the Company as notified by SEBI, about 63.54% of the Equity Capital of the Company has been dematerialized as on March 31, 2016. The Company has appointed M/s Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110 020 as common agency for share registry work. The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments, which are pending for conversion.
m) Outstanding GDRs/ADRs/Warrants or any Convertible instruments	Not Applicable
n) Commodity price risk or foreign exchange risk	Nil
o) Plant locations	N.A.
p). Address for correspondence	<u>Registrar & Share Transfer Agent</u> (For Dematerialisation and Share Transfer related query) M/s Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi - 110 020 Phone no: 011-30857575 (10 Lines) Fax: 011-30857562 E-Mail: admin@skylinerta.com Website:

	<p>http://www.skylinerta.com</p> <p>Company (for Annual Report and any other related matters) Mr. Pradeep Kumar Sharma Company Secretary, Adharshila Capital Services Limited, Corporate Office : C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad – 201 003.</p>
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10. DISCLOSURES

- a) There have been no materially significant related party transactions subsidiaries or relatives which may have potential conflict with the interests of the Company at large.
- b) There have been no instances of non -compliance with any of the legal provisions of law made by the Company nor any penalty or strictures imposed by the stock exchange or SEBI or any other statutory authority on any matter related to the capital markets during the last 3 years.
- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violations of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations.
- e) The company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- f) The Company has in place Policy for Related Party Transaction and the same is placed on Company's website i.e. www.adharshilacapital.in and weblink of the same is <http://www.adharshilacapital.in/uploads/policies/rpt-policy.pdf>.
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- h) A qualified Practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd, (NSDL) and Central Depository Services (India) Ltd, (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

11. Non-compliance of any requirement of corporate governance report of sub - paras (2) to (10)

It is to confirm that the Company has not incurred any non compliance of any information contained in this Corporate Governance Report.

12. Adoption Of Requirements as Specified In Part E of Schedule II:

As specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following requirement has been adopted by the Company:

- The Internal Auditor may report directly to the Audit Committee.

13. The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Disclosure regarding Shares in Suspense Account

(a)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil
(b)	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
(c)	Number of shareholders to whom shares were transferred from suspense account during the year	Nil
(d)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil
(e)	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Nil

15. Risk Management Committee of Board

Risk Management Committee (RMC) was constituted by the Company pursuant to the requirement of the Companies Act, 2013 comprising of three members viz. Mr. R. K. Khanna, Mr. Pradeep Kumar Sharma and Mr. H. N. Tyagi. The Roles and Responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of the Listing Regulations as amended from time to time and includes monitoring and review Risk Management Plan and its Risk Mitigation and Reporting same to the Board of Directors periodically as it may deem fit.

16. Separate Meetings of Independent Directors

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. The Board of the Company comprises of following 4 (Four) Independent Directors:

- i. Mr. Rajendra Kumar Khanna
- ii. Mr. Joginder Singh Dhikkar
- iii. Mr. Harnand Tyagi
- iv. Mr. Sanjay Monga

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a Meeting of the Independent Directors of the Company was convened on 12th February, 2016 to overlook and review the performance of Non Independent Directors and of the Board as a whole

17. Management Discussion and Analysis

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

18. CEO/CFO Certification

Ms. Amita Adlakha, Managing Director, and Mr. Pradeep Kumar Sharma, Chief Financial Officer, have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

19. Compliance Certification

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

20. CODE OF CONDUCTS

The Company has adopted following code of conducts which are available at company's website under the head "Investors": -

- a) Nomination and Remuneration Policy
- b) Terms of Appointment of Independent Director
- c) Code of practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (SEBI prohibition of Insider Trading) Regulations, 2015
- d) Code of Conduct & Business Ethics
- e) Familiarisation Programme for Independent Directors
- f) Whistle Blower Policy / Vigil Mechanism.
- g) Policy on Related Party Transaction

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

The Shareholders,

I, Amita Adlakha, Managing Director, hereby declare that all the Board Members and Senior Management personnel have affirmed compliance with code of conduct of the Company during the financial year 2015-16.

Place: Ghaziabad
Date : 20th July, 2016

(AMITA ADLAKHA)
MANAGING DIRECTOR
(DIN : 00050772)

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Adharshila Capital Services Ltd.
7-C, 1st Floor, J Block Shopping Centre
Saket –New Delhi-110017

We have examined the compliance of the conditions of Corporate Governance by **Adharshila Capital Services Limited** for the year ended on **31st March, 2016** as stipulated in Regulation 27(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of the Listing Agreement).

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 Regulations.

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

For For Akshat Garg & Associates
Company Secretaries
(C. P. No. - 10655)

Sd/-
Akshat Garg
Proprietor
Membership No. – ACS22637

Place: Ghaziabad
Date: 20th July, 2016

CEO/CFO CERTIFICATION – FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations, 2015]

To the Members of

**Pariksha Fin-Invest-Lease Limited
7-C, 1st Floor, J Block Shopping Centre
Saket –New Delhi-110017**

We, Amita Adlakha, Managing Director and Pradeep Kumar Sharma, Chief Financial Officer of Adharshila capital Services Limited on the basis of the review of the Financial Statements for the Financial Year ended 31st March, 2016 and to the best of our knowledge and belief, hereby certify that: -

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our 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 our 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) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
- i) there are no significant changes in internal control over financial reporting during the year;
 - ii) there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) 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.

For ADHARSHILA CAPITAL SERVICES LIMITED

**Sd/-
(AMITA ADLAKHA)
MANAGING DIRECTOR
(DIN : 00050772**

**Sd/-
(PRADEEP KUMAR SHARMA)
CHIEF FINANCIAL OFFICER
(PAN: BDNPS9898F)**

**Place: Ghaziabad
Date: 20th July,2016**

ANNEXURE – ‘4’

MANAGEMENT DISCUSSION AND ANALYSIS

BACKGROUND

Adharshila Capital services Limited (ACSL) is a Non-Banking Finance Company (“NBFC”), holding a Certificate of Registration from the Reserve Bank of India (“RBI”). The ACSL is non deposit accepting engaged in financial services. The ACSL is an entity of Uttam Group. The Company has its Registered office in Delhi and Corporate office in Ghaziabad.

GLOBAL ECONOMY

In the past few months the global economy has struggled to get back on its feet from a rough ride at the beginning of the year. The Conference Board outlook for global economic growth remains modest at 2.4 percent in 2016 and at 2.7 percent in 2017. While growth rates between mature and emerging markets have rapidly converged, significant variation between regions remains.

INDIAN ECONOMY

India experienced strong inclusive growth between 2003 and 2011, with average growth above 8% and the incidence of poverty cut in half. This reflected gains from past structural reforms, strong capital inflows up to 2007 and expansionary fiscal and monetary policies since 2009. Structural reforms would raise India’s economic growth. In their absence, however, growth will remain below the 8% growth rate achieved during the previous decade. In 2012, India entered a period of more anaemic growth, with growth slowing down to 5.6%.

The improvement in India’s economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI’s inflation focus supported by benign global commodity prices. India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

STRUCTURE AND DEVELOPMENTS OF NBFC SECTOR

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial services accessible to a wider set of India’s population and are emerging as strong intermediaries in the finance space. Non Banking Financial Companies (NBFCs) are governed by the Reserve Bank of India vide powers conferred under chapter III- B of Reserve Bank of India Act, 1934. The regulatory and supervisory frameworks for NBFCs have been continuously strengthened in order to ensure strong and healthy functioning of NBFCs.

Opportunities and Threats:

The NBFCs business model has strengthened considerably over the past few years in terms of access to varied funding sources. The growth of mutual fund industry and the emergence of securitization as a borrowing tool have helped to strengthen the NBFC sector. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

ADHARSHILA CAPITAL SERVICES LIMITED (ACSL) sees huge growth opportunities in each of its existing business areas, and will also be expanding the focus of activities to new areas, arising from the strong growth momentum in the economy.

As the Company's main motive is to provide financing facilities within the Group, Company is not having internal or external threat. But still the NBFCs in India are facing stiff competition from banks and financial institutions, due to ability of banks to raise low cost funds which enable them to funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance.

Financial Performance:

ADHARSHILA CAPITAL SERVICES LIMITED (ACSL) has resulted in loss from operations for the financial year ended March 31, 2016 is Rs. 9,23,575 /- as against the profit of Rs. 7,51,476/- in the previous year.

RESOURCES AND LIQUIDITY:

No fund has been raised by ACSL from market by way of public deposits. During the Financial Year 2015-16. There were no allotment of shares / debentures or other securities has been made during the financial year.

REVIEW OF OPERATIONS OF THE COMPANY:

ACSL has invested Rs.47,223,150 /- in the Securities of other body corporate and provide Unsecured Loans (including interest) of Rs. 1,11,52,500/- as to body corporates & others as on March 31, 2016. ACSL aims at better returns by a good asset quality and asset mix.

RISK MANAGEMENT

The Board has a committee with the name as Risk Management Committee as per the requirement SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Risk Management Committee is responsible for monitoring and reviewing of the risk and taking steps to mitigate the same. Apart from Risk Management Committee the Company is having Audit Committee in which professional director of the company are members under the chairmanship of Mr. R. K. Khanna. Audit Committee is also responsible for Evaluation of risk management systems. The committee is responsible to assess the risk and take necessary steps and enable various policies to minimize the risk. ACSL's effective business and risk management policies help to mitigate these risks.

Due to the nature of the business and the concerned fast changing business scenario, volatile condition of Stock Market, ACSL is exposed to specific risks including interest rate volatility, economic cycle and market risk and risk arising from change of laws/regulations. Risk Management is an integral part of the Company's business strategy. The Company is exposed to specific risks that are particular to its business including interest rate volatility, economic cycle, market risk and credit risk. The management continuously assesses the risk and monitors the business and risk management policies to minimize the risk.

Outlook:

Non-Banking Finance Companies (NBFCs) continues to provide accessible its services to every part of the population and playing a vital role in economic growth of the country. The financial sector in India is in a process of rapid transformation. Reforms are continuing as part of the overall structural reforms aimed at improving the productivity and efficiency of the economy. The ACSL management team consisting of professional directors intends to take advantage of the competitive edge built over a period of time by increasing the penetration levels with the main objective of maximizing the value for all stakeholders concerned.

Adequacy of Internal Control Systems:

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

An effective controls system is introduced by ACSL to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorised, recorded and reported correctly. The Audit Committee of Directors reviews the adequacy of internal controls systems.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company values human development as one of the cardinal principle in the growth of the Company. The organization has steadfastly stuck to its vision to enhance knowledge, skills and competencies of the human resources. To achieve all this, The Company provided various compensation packages and performance-based incentives. It organised training programmes and motivated its employees to attain greater efficiency and competence, leading to effective retention. With these progressive steps, your Company has been able to maintain cordial relations with its employees even in this crucial time.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ADHARSHILA CAPITAL SERVICES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ADHARSHILA CAPITAL SERVICES LIMITED** which comprise the Balance Sheet as at March 31, 2016, the Profit and Loss Statement and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

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

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to

the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial Statements.

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(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 our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination to those books.
 - c. The Balance Sheet, Profit and Loss Statement and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of section 164(2) of the Act.

- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial positions
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
3. Further, as required by 'Non Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 2008, we further state that we have submitted a separate report to the Board of Directors of the Company on the matter specified in said directions as under :-
- a) The company applied for registration as provided in section 45IA of the Reserve Bank of India Act, 1934 and has obtained certificate of registration from the Reserve Bank of India.
 - b) The Company is entitled to continue to hold the Certificate of Registration in terms of its asset/ income pattern as on 31st March, 2016.
 - c) The Board of Directors of the company has passed a resolution for non-acceptance of any public deposit.
 - d) The company has not accepted any public deposit during the year under reference.
 - e) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning of bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

FOR B.K. KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C

Place : Ghaziabad
Date : 27.05.2016

(M.S. KAPUR) F.C.A
Partner
M.N. 74615

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our Report on other Legal and Regulatory requirements section of our report of even date)

1. a. The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
- b. The fixed assets of the company have been physically verified during the year by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
- c. According to the information and explanation given to us, as the Company owns no immovable properties the requirement on reporting whether title deeds of immovable properties held in the name of the Company is not applicable.
2. Since the company does not have any inventory information required under para 3(ii) is not being given.
3. According to the information made available to us, the company has not granted any loan, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under section 189 of the Act, accordingly Para 3(iii)(a) & (c) of the Order are not applicable to the Company.
4. On the basis of information and explanations given to us, the Company has not entered into transactions mentioned in section 185 and 186 of the Act, accordingly Paragraph 3(iv) of the Order is not applicable
5. On the basis of information and explanations given to us and our scrutiny of company's records, in our opinion, the company has not accepted any public deposits.
6. To the best of our knowledge and belief and according to information given to us, Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
7. (a) According to the information and explanation given to us the company is generally regular in depositing with appropriate authorities the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues applicable to it. Further, there was no arrears of undisputed statutory dues outstanding as at 31st March, 2016 for a period of more than six month from the date they became payable.
- (b) According to the information and explanations given to us, there are no tax dues of Income Tax, Sales-tax, Service tax, Custom Duty, Excise Duty, Value added tax which have not been deposited on account of any dispute.

8. Based on our examination and according to the information and explanation given us, the company has not borrowed from any financial intuitions, banks or issued any debentures.
9. The Company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. accordingly Paragraph 3(ix) of the Order is not applicable.
10. To the best of our knowledge and belief and according to information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit for the year ended 31 March, 2016.
11. According to the information and explanations given to us and based on our examination of the records of the company, the Company has not paid/provided for managerial remuneration, accordingly Paragraph 3(xi) of the Order is not applicable.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. accordingly Paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;
14. According to the information and explanations given to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. accordingly Paragraph 3(xv) of the Order is not applicable.
16. The Company applied for registration as provided in section 45-IA of the Reserve Bank of India Act, 1934 and has obtained certificate of registration from the Reserve Bank of India.

**FOR B.K. KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C**

**(M.S. KAPUR) F.C.A
Partner
M.N. 074615**

Place : Ghaziabad
Date : 27.05.2016

Annexure - B to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of ADHARSHILA CAPITAL SERVICES LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR B.K. KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C**

**(M.S. KAPUR) F.C.A
Partner
M.N. 074615**

Place : Ghaziabad
Date : 27.05.2016

BALANCE SHEET AS AT 31ST MARCH 2016

	Note No.	Figures as at end of Current Reporting Period 31.03.2016	Figures as at end of Previous Reporting Period 31.03.2015
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
Share Capital	2	55,000,000	55,000,000
Reserves and Surplus	3	3,567,583	4,491,158
		58,567,583	59,491,158
2 Current Liabilities			
Short Term Borrowings	4	1,000,000	2,500,000
Short Term Provisions	5	26,250	49,010
Other Current Liabilities	6	1,775,535	294,039
		2,801,786	2,843,049
TOTAL (1+2)		61,369,368	62,334,207
II. ASSETS			
1 Non Current Assets			
Fixed Assets	7		
Tangible Assets		34,212	53,794
Non-Current Investments	8	47,223,150	49,403,150
Deferred Tax Assets (Net)	9	2,094,590	1,130,914
Long Term Loans and Advances	10	22,760	27,310
		49,374,712	50,615,168
2 Current Assets			
Inventories	11	174,264	198,737
Cash and Bank Balances	12	456,711	223,312
Short Term Loans and Advances	13	11,363,681	11,296,990
		11,994,656	11,719,039
TOTAL (1+2)		61,369,368	62,334,207

Significant Accounting Policies and Notes
Forming Integral Part of Financial Statements

(1 to 31)

AS PER OUR REPORT OF EVEN DATE
For B.K.Kapur & Co.
Firm Registration No.000852C
Chartered Accountants

MANAGING DIRECTOR

DIRECTOR

COMPANY SECRETARY & CFO

(M.S.KAPUR) F.C.A.
PARTNER
M.NO. 74615

Place : Ghazlabad
Dated : 27.05.2016

ADHARSHILA CAPITAL SERVICES LIMITED*Regd. Office: 7 C/J Block Shopping Center, Saket, New Delhi – 110 017**Corporate Identity Number (CIN) : L74899DL1993PLC056347***PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

Particulars	Note No.	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
Revenue from Operations	14	1,145,308	1,375,276
Other Income	15	523,412	549,600
Total Revenue (I+II)		1,668,720	1,924,876
Expenses:			
Purchases of Shares		18,212	207,402
Changes in Inventories of Stock-In-Trade	16	24,473	927
Finance Cost	17	234,426	238,082
Employee Benefits Expense	18	885,522	759,727
Depreciation and Amortisation Expense		19,581	109,876
Other Expenses	19	2,373,757	430,516
Contingent Provisions against Standard Assets		-	6,250
Total Expenses		3,555,971	1,752,780
(Loss)/Profit Befote Tax		(1,887,251)	172,096
Tax Expense :			
Deferred Tax Charge/(Credit)		(963,676)	(579,380)
Income Tax		-	22,760
Less: MAT Credit Entitlement			22,760
(Loss)/Profit for the year		(923,575)	751,476
Earning per equity share			
Nominal Value Rs. 10/-			
Basic		(0.17)	0.14
Diluted		(0.17)	0.14

Significant Accounting Policies and Notes
Forming Integral Part of Financial Statements

(1 to 31)

AS PER OUR REPORT OF EVEN DATE
For B.K.Kapur & Co.
Firm Registration No.000852C
Chartered Accountants

MANAGING DIRECTOR

DIRECTOR

COMPANY SECRETARY & CFO

(M.S.KAPUR) F.C.A.
PARTNER
M.NO. 74615

Place : Ghaziabad
Dated : 27.05.2016

ADHARSHILA CAPITAL SERVICES LIMITED*Regd. Office: "7 C'J' Block Shopping Center, Saket, New Delhi – 110 017**Corporate Identity Number (CIN) : L74899DL1993PLC056347***Cash Flow Statement for the year ended 31st March, 2016**

	<u>Year Ended</u> <u>31.3.2016</u> <u>Rupees</u>	<u>Year Ended</u> <u>31.3.2015</u> <u>Rupees</u>
A. Cash Flow From Operating Activities:		
Profit before Tax and Extraordinary Items	(1,887,251)	172,096
Depreciation	19,581	109,876
Profit on Sale of Investment	(20,000)	540,000
Operating Profit before Working Capital	(1,887,670)	(258,028)
<u>Changes / adjustment for:</u>		
Inventories	24,473	927
Short Term Provision	-	6,250
Current Liabilities	1,481,496	202,984
Loan & Advance	(27,689)	(2,758,426)
Income Tax Paid	(57,210)	51,952
Total A	(466,600)	(2,754,341)
B. Cash Flow From Investment Activities		
Purchase of Fixed Assets	-	(7,200,000)
Sale of Investments	2,200,000	3,240,000
Long Term Loan & Advances	-	4,000,000
Total B	2,200,000	40,000
C. Cash Flow From Financing Activities		
Short Term Borrowings	(1,500,000)	2,500,000
Total C	(1,500,000)	2,500,000
Net Increase/(Decrease) in cash & Cash Equivalents	(A+B+C) 233,400	(214,341)
I. Cash and Cash Equivalents at the Beginning of the Year	223,312	437,653
II. Cash and Cash Equivalents at the End of the Year	456,711	223,312

Note: Cash and cash equivalent includes cash, cheques in hand, and balances with Scheduled Banks.

**AS PER OUR SEPARATE REPORT OF EVEN DATE,
FOR B.K.KAPUR & CO.,
Firm Registration No.000852C
Chartered Accountants,**

Managing Director Director Company Secretary & CFO

**Place : Ghaziabad
Dated : 27.05.2016**

**(M.S.KAPUR) F.C.A.
Partner
M.No.74615**

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 7 C 'J' Block Shopping Center ,Saket, New Delhi-110017

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2016

NOTE - 1 : SIGNIFICANT ACCOUNTING POLICIES:

i) Basis of Accounting:

The accounts have been prepared under historical cost convention and in accordance with applicable accounting standards and relevant disclosure requirements of the Companies Act, 2013.

Recognition of Income & Expenditure:

Income & Expenditure is recognized on accrual basis.

ii) Fixed Assets and Depreciation:

Fixed assets are stated at cost, less accumulated depreciation/amortization. Costs include all expenses incurred to bring the assets to its present location and condition. Fixed assets exclude computers and other assets individually costing 5000 or less which are not capitalized except when they are part of a larger capital investment programme. All Fixed Assets are stated at Historical Cost Less Depreciation.

Depreciation / Amortization In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the period, depreciation/ amortization is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life as per the requirements of Schedule - II of the Companies Act 2013.

Type of asset	Period
Computer equipment	3 years
Office equipment	5 years
Furniture and fixtures	10 years

iii) Investments:

Long-term Investments are stated at cost. Provision for diminution is made only if; in the opinion of the management such decline is other than temporary.

iv) Inventories:

Stock in trade is valued scrip wise at cost based on FIFO method or estimated realizable value whichever is lower.

v) Revenue Recognition:

All the items of cost/ expenditure and revenue/ income have been accounted for on accrual basis. Dividend income is recognised when the right to receive payment is established.

vi) Taxes on Income:

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the period.
 - b) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- vii) Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in notes. Contingent assets are neither recognized nor disclosed in the financial statements.

ADHARSHILA CAPITAL SERVICES LIMITED

Regd. Office: 7 C/1 Block Shopping Center, Saket, New Delhi - 110 017

Corporate Identity Number (CIN) : L74899DL1993PLC056347

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

		Figures as at end of Current Reporting Period 31.03.2016	Figures as at end of Previous Reporting Period 31.03.2015
NOTE - 2 : SHARE CAPITAL			
Authorised:			
62,00,000 Equity Shares of Rs.10/- each (Previous Year 62,00,000 Equity Shares of Rs.10/- each)		62,000,000	62,000,000
Issued, Subscribed & Paid-up Capital:-			
55,00,000 Equity Shares of Rs.10/- each fully paid up (Previous Year 55,00,000 Equity Shares of Rs.10/- each fully paid up)		55,000,000	55,000,000
TOTAL		55,000,000	55,000,000
Terms & Conditions of Equity Shares			
1	The Company has only one Class of Equity Shares having a par value of Rs10/-each.		
2	Each Shareholders is eligible for one Vote per Shares held.		
3	The Dividend, if any, proposed by the Board of Directors is subject to the approval of Shareholders in the Annual General Meeting, except in the case of Interim Dividend.		
4	In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.		
5	Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period		
	Particulars	As at 31.03.2016	As at 31.03.2015
		Number	Amounts (Rs.)
	Shares Outstanding at the beginning of the year	5,500,000	55,000,000
	Shares Outstanding at the end of the year	5,500,000	55,000,000
6	Shares in the company held by each shareholder holding more than 5 percent shares		
		As at 31.03.2016	As at 31.03.2015
	Name of Shareholder	No. of Shares held	% of Holding
		% of Holding	No. of Shares held
		% of Holding	% of Holding
	Mr. Raj Kumar Adlakha	1,360,000	24.73
	Mr. Ranjan Adlakha	820,000	14.91
	Mrs. Amita Adlakha	700,000	12.73
		425,000	7.73
7	There are Nil number of shares (Previous Year Nil) reserved for issue under option and contracts/commitment for the sale of shares/disinvestment including the terms and amounts.		
8	For the period of five years immediately preceeding the date at which the balance sheet is prepared		
	Particulars	No. of Shares	
	Aggregate number and class of shares allotted as fully paid up pursuant to Contract(s) without payment being received in cash	Nil	
	Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil	
	Aggregate number and class of shares bought back	Nil	
9	There are no securities (Previous Year no) convertible into Equity/Preferential shares.		
10	There are no calls unpaid (Previous Year Nil) including calls unpaid by Directors and Officers as on balance sheet date.		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

		Figures as at end of Current Reporting Period 31.03.2016	Figures as at end of Previous Reporting Period 31.03.2015
NOTE - 3 : RESERVES AND SURPLUS			
a)	Reserve Fund (in the terms of Section 45-IC of RBI Act, 1934)		
	As per Last Balance Sheet	1,418,900	1,218,900
	Add : Transfer from Profit & Loss Statement	-	200,000
		<u>1,418,900</u>	<u>1,418,900</u>
b)	Surplus		
	As per Last Balance Sheet	3,072,258	2,520,782
	Add: (Loss) / Profit during the year	(923,575)	751,476
		<u>2,148,683</u>	<u>3,272,258</u>
	Less: Transfer to Reserve Fund	-	200,000
		<u>2,148,683</u>	<u>3,072,258</u>
	Gross Total	<u>3,567,583</u>	<u>4,491,158</u>
	(a+b)		
NOTE - 4: SHORT TERM BORROWINGS			
	Unsecured Loan		
	Inter Corporate Loan	1,000,000	2,500,000
	Total	<u>1,000,000</u>	<u>2,500,000</u>
	Terms & Conditions		
	Unsecured Loan are repayable on Demand.		
NOTE - 5 : SHORT TERM PROVISIONS			
a)	Provision for Taxation	-	22,760
b)	Contingent Provision against Standard Assets	26,250	26,250
	Total	<u>26,250</u>	<u>49,010</u>
NOTE - 6 : OTHER CURRENT LIABILITIES			
	Interest Accrued and due on Unsecured Loan	210,983	214,273
	Statutory Liabilities	17,600	19,215
	Advance for Shares	1,500,000	-
	Other Liabilities	46,952	60,551
	Total	<u>1,775,535</u>	<u>294,039</u>
	Terms & Conditions		
	Unsecured Loan are repayable on Demand.		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016
NOTE-7

<u>Particulars</u>	<u>Gross Block</u>		<u>Depreciation</u>		<u>Net Block</u>	
	<u>as on</u> <u>31.03.15</u>	<u>as on</u> <u>31.03.16</u>	<u>upto</u> <u>31.03.15</u>	<u>For the</u> <u>year</u>	<u>upto</u> <u>31.03.16</u>	<u>as on</u> <u>31.03.16</u>
Computers	194,965	194,965	175,594	9,623	185,217	19,371
Furniture & Fixture	50,975	50,975	25,985	7,482	33,467	24,990
Office Equipment	143,134	143,134	133,702	2,476	136,178	9,432
Total Rs.	389,074	389,074	335,281	19,581	354,862	53,794
Previous Year Rs.	389,074	389,074	225,404	109,876	335,281	163,670

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Figures as at end of Current Reporting Period 31.03.2016	Figures as at end of Previous Reporting Period 31.03.2015
NOTE - 8 : NON-CURRENT INVESTMENTS		
A Trade Investments (Long Term-Fully paid up) (valued at Cost)		
<u>Unquoted :</u>		
a) 505000 (505000) Equity Shares of Rs.10 each in New Castle Finance & Leasing Pvt.Ltd.	1,810,000	1,810,000
b) 180000 (180000) Equity Shares of Rs.10 each in Uttam Adlakha & Sons Holdings Pvt. Ltd.	360,000	360,000
B Other Investments : (valued at Cost)		
<u>Unquoted :</u>		
<u>Other Companies :</u>		
a) 319915 (319915) Equity Shares of Rs.10 each in Lipi Boilers Private Ltd.	3,199,150	3,199,150
b) 433500 (516000) Equity Shares of Rs.10/- each in Uttam Distilleries Ltd.	9,004,000	10,984,000
c) 205000 (205000) Equity Shares of Rs.10/- each in Uttam Housinginfra Limited (formerly known as Uttam Luxury Hotels & Resorts Ltd.)	2,050,000	2,050,000
d) 107000 (107000) 10% Non-Cummulative Redeemable Preference Shares of Rs. 100/- each at a Premium of Rs. 100/- each in JPC Infra Private Limited	21,400,000	21,400,000
e) 27000 (28000) 10% Cummulative Redeemable Preference Shares of Rs. 100/- each at a Premium of Rs. 100/- each in Uttam Sugar Mills Limited	5,400,000	5,600,000
f) 20000 (20000) 8% Non Cummulative Redeemable Preference Shares of Rs. 100/- each at a Premium of Rs. 100/- each in The Standard Type Foundry Pvt. Ltd.	4,000,000	4,000,000
Total	47,223,150	49,403,150
TOTAL QUOTED INVESTMENTS	-	-
TOTAL UNQUOTED INVESTMENTS	47,223,150	49,403,150
Total	47,223,150	49,403,150

NOTE - 9 : DEFERRED TAX ASSETS (NET)

	As at 01.04.2015	During the Year	As at 31.03.2016
DEFERRED TAX LIABILITY			
Difference between Book & Tax Depreciation	(7,519)	(1,945)	(9,464)
	<u>(7,519)</u>	<u>(1,945)</u>	<u>(9,464)</u>
DEFERRED TAX ASSETS			
Unabsorbed Depreciation	656,646	588,428	1,245,074
Unabsorbed Capital Loss	466,749	373,303	840,052
	<u>1,123,395</u>	<u>961,731</u>	<u>2,085,126</u>
NET DEFERRED TAX ASSETS	<u>1,130,914</u>	<u>963,676</u>	<u>2,094,590</u>

31.03.2016

31.03.2015

NOTE - 10 : LONG TERM LOANS AND ADVANCES

a) Security Deposits		-	4,550
b) MAT Credit Entitlement		22,760	22,760
	Total	22,760	27,310

NOTE - 11 : INVENTORIES

	31.03.2016		31.03.2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(As taken, valued and certified by the Management)				
a) IVRCL Infrastructure & Project Ltd.	100	640	100	1,590
b) Dwarikesh Sugar Industries Ltd.	50	4,140	50	995
c) Simbhaoli Sugars Limited	50	1,920	50	550
d) NTPC Limited	100	12,885	100	14,685
e) Sakthi Sugars Limited	50	1,830	50	653
f) Mangalore Refinery and Petrochemicals Limited	500	29,040	500	29,040
g) Castrol India Limited	100	35,804	100	35,804
h) ICICI Bank Limited	300	70,995	300	94,650
i) Engineers India Limited	100	17,010	-	-
j) JSW Energy Limited	-	-	200	20,770
		174,264		198,737

Mode of Valuation of Inventories:

Inventories of Stock-in-Trade are valued at lower of Cost or Net Realisable Value.

Figures as at end of Current Reporting Period 31.03.2016	Figures as at end of Previous Reporting Period 31.03.2015
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NOTE - 12 : CASH AND BANK BALANCES

Cash & Cash Equivalents			
a) Balance with Banks			
In Current Accounts		95,139	81,740
b) Cash on Hand		361,572	141,572
	Total	456,711	223,312

NOTE - 13 : SHORT TERM LOANS AND ADVANCES

Unsecured Loan to Related Party (Refer Note No. 26)		10,500,000	10,500,000
Add: Interest due on above		652,500	612,432
Advance for purchase of Shares		346	8,175
Income Tax (Including TDS)		210,835	176,383
	Total	11,363,681	11,296,990

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

	Figures for the Current Reporting Period 31.03.2016	Figures for the Previous Reporting Period 31.03.2015
NOTE - 14 : REVENUE FROM OPERATIONS		
a) Sales of Shares	16,966	291,946
b) Interest Income	1,125,000	1,080,480
c) Dividend Income	3,342	2,850
	1,145,308	1,375,276
NOTE - 15 : OTHER INCOME		
a) Profit on Sale of Investment	20,000	540,000
b) Consultancy Income	500,000	-
c) Interest in Income Tax Refund	3,412	9,600
	523,412	549,600
NOTE - 16 : CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS & STOCK-IN-TRADE		
Opening Stocks		
Shares	198,737	199,664
	198,737	199,664
Closing Stocks		
Shares	174,264	198,737
	174,264	198,737
(Decrease)/Increase in Stocks	24,473	927
NOTE - 17 : FINANCE COST		
Interest Expenses	234,426	238,082
	234,426	238,082
NOTE - 18 : EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	821,093	678,510
Medical Expenses	27,000	31,620
Office Fooding & Beverages Exps	37,429	49,597
Total	885,522	759,727
NOTE - 19 : OTHER EXPENSES		
Administrative and Other Expenses		
Printing and Stationery	9,136	7,839
Travelling and Conveyance (other than Directors)	95,394	127,098
Postage, Courier and Telephones	16,374	25,475
Books & Periodicals	3,095	-
Office Rent	10,000	30,000
Office Up-Kip Charges	48,824	50,218
Computer Maintenance Exp.	45,806	36,502
Auditors Remuneration:-		
Audit Fee	17,175	16,854
Limited Review Report Fees-Other Services	10,076	9,888
AGM Handling exp.	5,100	3,000
Fee & Subscription	65,663	39,326
Listing Fees	1,391,900	16,854
Demat Charges	1,811	1,780
Bank Charges	1,571	555
Legal & Professional Fee	616,108	24,233
Advertisement	29,364	39,960
Miscellaneous Expenses	6,360	934
	2,373,757	430,516

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2016

20. The figures have been rounded off to nearest Rupee.
21. The provisions of Provident Fund Act, 1952 are not applicable to the company for the time being.
22. No provision has been made for gratuity since number of employees of the company does not exceed the limit of ten, thus, the provision of Gratuity Act is not applicable.
23. The previous year's figure has been re-grouped/re-classified to make them comparable with the figures of the current year.
24. No amount is due to Micro, Small or Medium Enterprises.
25. In the opinion of the Board, the Current Assets, Loans and Advances are realizable in the normal course of business at the value at which these are stated in the Balance Sheet.
26. There being only single segment, Segment Reporting as defined in Accounting Standard-17 (AS-17) issued by ICAI is not applicable.
27. Contingent Liability not Acknowledge as debt : NIL

28. **RELATED PARTY DISCLOSURES:**

In accordance with the requirements of Accounting Standard (AS)-18 on 'Related Party Disclosure' issued by The Institute of Chartered Accountants of India, the names of the related parties where control exist and/or with whom transaction have taken place during the Year and description of relationships as identified and certified by the management are :

A) Parties where control exists : NIL

B) Other Related Parties where transactions have taken place during the year:

i) Associates : None

ii) Key Management Personnel (KMP) : None

iii) Individuals having significant influence / substantial interest and their relatives: -

- Mr. Raj Kumar Adlakha
- Mr. Rajan Adlakha

iv) Enterprises significantly influenced by individuals having significant influence/substantial interest:

- The Standard Type Foundry Private Limited
- Uttam Foma Techno Cast Private Limited
- Uttam Sucrotech Limited

C) Details of Transactions with above Related Parties: -

Name of Enterprises	Transactions during the year	Amount of Transactions (Rs.)		Outstanding Balances (Rs.)		
		Year Ended 31-03-2016	Year Ended 31-03-2015		As at 31-03-2016	As at 31-03-2015
The Standard Type Foundry Pvt. Ltd.(TSTFPL)	Interest Earned	8,00,000	8,00,000	Interest Outstanding	3,60,000	3,60,000
				Loan Outstanding	80,00,000	80,00,000
	Allotment of Preference Shares by (TSTFPL)	NIL	40,00,000	Share Application Money Outstanding	NIL	NIL
Uttam Foma Techno Cast Private Limited	Loan Taken	NIL	25,00,000	Loan Outstanding	NIL	15,00,000
	Loan repaid	15,00,000	10,00,000			
	Interest Paid	1,24,426	1,93,781	Interest Outstanding	1,11,983	1,74,402
Uttam Sucrotech Limited	Loan Taken	NIL	10,00,000	Loan Outstanding	10,00,000	10,00,000
	Interest Paid	1,10,000	44,301	Interest Outstanding	99,000	39,871
Rose Dale Estates Private Limited	Loan Given	NIL	25,00,000	Loan Outstanding	25,00,000	25,00,000
	Interest Earned	3,25,000	2,80,480	Interest Outstanding	2,92,500	2,52,432
Uttam Adlakha & Sons Holdings Private Limited	Advance Taken	15,00,000	NIL	Outstanding	15,00,000	NIL

29. Auditors' Remuneration includes:

Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
(a) As Statutory Auditors	17,175	16,854
(b) for other services-(including Limited Review Report fees)	10,076	9,888
Total	27,251	26,742

30. **EARNING PER SHARE:**

		<u>31.03.2016</u>	<u>31.03.2015</u>
a.	Numerator Profit/(Loss) after Tax (Rs.)	(9,23,575)	7,51,476
b.	Denominator Number of Equity Shares	55,00,000	55,00,000
c.	Earning Per Shares (Rs.) – Basic	(0.17)	0.14
	– Diluted	(0.17)	0.14

31. **Disclosure of details as required in terms of Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015**

Particulars		(Amount in Rs.)	
Liabilities side :			
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	27,10,983	-
	(d) Inter-Corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Other Loans (specify nature)	-	-
Assets side :		Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured	-	
	(b) Unsecured	11,152,500	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease	-	
	(b) Operating lease	-	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	
	(b) Repossessed Assets	-	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been re-possessed	-	
	(b) Loans other than (a) above	-	
(4)	Break-up of Investments :		
	<i>Current Investments :</i>		
	1. <i>Quoted :</i>		
	(i) Shares : (a) Equity	-	
	(b) Preference	-	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	

	2. Unquoted :			
	(i) Shares : (a) Equity		-	
	(b) Preference		-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
	Long term investments :			
	1. Quoted :			
	(i) Shares : (a) Equity		-	
	(b) Preference		-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
	2. Unquoted :			
	(i) Shares : (a) Equity		16,423,150	
	(b) Preference		30,800,000	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
			47,223,150	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :			
		Amount net of Provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	11,152,500	11,152,500
	2. Other than related parties	-	-	-
	Total	-	11,152,500	11,152,500
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			
	Category	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)	
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	73,352,741	47,223,150	
	2. Other than related parties	-	-	-
	Total	73,352,741	47,223,150	

(7)	Other information	
	Particulars	Amount
(i)	Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(ii)	Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

**AS PER OUR SEPARATE REPORT OF EVEN DATE,
Firm Registration No.000852C**

**For B.K. KAPUR & CO.,
Chartered Accountants,**

(Managing Director) (Director) (Company Secretary & CFO)

**(M.S.KAPUR) F.C.A.
Partner
Membership No.74615**

Place : Ghaziabad

Dated : 27.05.2016

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

Regd. Office: 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017

Corporate Office: C/o Uttam Toyota, A-11, Meerut Road Industrial Area, Ghaziabad-201003, (U.P.)

Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

ATTENDANCE SLIP

Folio No. :

DP-ID No. :

Client ID No. :

Name & address of the Member :

Name of the Proxy (in Block letters) :
(to be filled in if the Proxy attends
instead of the member)

I hereby record my presence at the 23rd Annual General Meeting held on 19th Day of August, 2016 at 12.30 p.m. at "Shree Agrasen Bhawan", Vivek Vihar, Delhi – 110 095.

Member/ Proxy's Signature

------(Tear Hear)-----

ADHARSHILA CAPITAL SERVICES LIMITED

[CORPORATE IDENTITY NUMBER (CIN): L74899DL1993PLC056347]

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Tel. No.: 0120 - 4193799, 4152766

Email: adharshilacapital@gmail.com; Website: www.adharshilacapital.in

MGT-11

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

Email Id : _____

Folio No. / Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ shares of Adharshila Capital Services Limited, hereby appoint

1. Name _____ Address : _____

e-mail id : _____ Signature : _____ or failing him

2. Name _____ Address : _____

e-mail id : _____ Signature : _____ or failing him

3. Name _____ Address : _____

e-mail id : _____ Signature : _____ or failing him

----- INTENTIONALLY LEFT BLANK-----

----- (Tear Here) -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on 19th August 2016 at 12:30 p.m. at "Shree Agrasen Bhawan", Vivek Vihar, Delhi – 110 095 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2016.
2.	Re-appointment of Mrs. Amita Adlakha (DIN: 00050772) as a Director liable to Retire by Rotation.
3.	Ratification of Continuance of Appointment of M/s B. K. Kapur & Company, Chartered Accountants as Statutory Auditor.
Special Business	
4.	Alteration in the Memorandum And Adoption of New Sets of Articles of Association as per Companies Act, 2013

Signed this day of2016

Signature of the Member : _____

Signature of the proxy holder(s) : _____

Affix a
Revenue
Stamp of
₹ 1/-

Note :

1. This proxy form must be deposited at the Registered Office of the Company situated at 7C, 1st Floor, 'J' Block Shopping Centre, Saket, New Delhi-110017 not less than forty-eight hours before the time fixed for holding the aforesaid meeting. A proxy need not be a member of the Company.
2. For Resolutions, Explanatory Statement and Notes, please refer to the Notice of 23rd Annual General Meeting of the Company.
3. Please complete all details including details of Member(s) before submission.