

AUTUMN BUILDERS LIMITED
ANNUAL REPORT 2014-15

AUTUMN BUILDERS LIMITED
COMPANY INFORMATION
Seventh Annual Report 2014-2015

Board of Directors

Mr. Deepak Kumar Singh	Managing Director
Mr. Sant Lal Goel	Director
Mr. Punit Parasramka	Director

Company Secretary & Compliance Officer

Mrs. Priyanka Mohta

Statutory Auditors

M/s Alfa Daga & Associates
10/1 Ahritola Street, Kolkata,
West Bengal, India -700 005

Annual Report 2014-15

Registrars & Share Transfer Agents

Bigshare Services Pvt Ltd
Ansa Industrial Estate Saki Vihar
Road Saki Naka Andheri (East)
Mumbai 400 072.

Stock Exchanges where Shares of the Company are Listed

Bombay Stock Exchange Limited
25th Floor, P J Tower, Dalal Street
Mumbai-400 001

Chief Financial Officer

Kishore Kumar Roy

Registered Office

29A, Weston Street, 2nd Floor
Room No. B3, Kolkata, West Bengal
India – 700 012

**MESSAGE TO
SHAREHOLDERS**

"A company geared for success and profitable growth needs a strong foundation of values, expertise and experience that encompasses both its history and the people who make it what it is: the company's employees, shareholders and customers".

"As a Company deeply rooted in India's soil, Autumn Builders Limited is committed to realizing the vision of a dynamic, prosperous and a self-reliant India. It is your Company's avowed mission to be a global enterprise serving national priorities."

NOTICE TO MEMBERS

NOTICE is hereby given that the **7th Annual General Meeting** of the Shareholders of **Autumn Builders Limited** will be held on **Tuesday, 15th day of September, 2015** at 3.00 PM at 29A, Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012, West Bengal to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 including the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint Mr. Deepak Kumar Singh, Managing Director of the Company, who retires by rotation and being eligible, seeks reappointment.
3. To appoint the Statutory Auditors and fix their remuneration. The retiring Auditors M/s. Alfa Daga & Associates, Chartered Accountants are eligible for reappointment.

To consider and, if though fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies, 2013 read with the relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Audit Committee, M/s. Alfa Daga & Associates, Chartered Accountants (Firm Registration Number - 326733E) be and are hereby re-appointed as the Statutory Auditors of the Company, for a term of two consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 9th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee.”

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s), the following resolutions:

4. As an Ordinary Resolution :

To appoint Mrs. Rani Mishra (DIN 07250415) in the capacity of independent director of the Company :

“RESOLVED that pursuant to the provisions of Sections 149,150,152 and other applicable provisions, if any, of the Companies Act,2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, Mrs. Rani Mishra (DIN 07250415),who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th July, 2015, in terms of Section 161(1) of the Act and whose term of Office shall expire at the commencement of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2020.”

5. As an Ordinary Resolution :

To appoint Mr. Pritam Saha (DIN: 07158972) in the capacity of independent director of the Company

“RESOLVED THAT, in terms of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder [including any statutory modifications and re-enactment thereof for the time being in force] read with Schedule IV of Companies Act, 2013, Mr. Pritam Saha (DIN: 07158972) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a fixed term from 15th September, 2015 with the expiry of five consecutive years in office for a term upto 31st March, 2020 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.”

6. As an Ordinary Resolution :

To consider and approve the remuneration of managing director of the Company

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Deepak Kumar Singh (DIN: 03053786) as Managing Director of the Company, liable to retire by rotation, on terms and conditions as set out hereunder and as approved by the Board of Directors of the Company.

Basic Salary: Rs. 3,00,000/- per annum, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Company shall not pay to its Managing Director any sum exclusive of any fees payable to directors on attending meetings of Board or Committee.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

Regd. Office:
29A, Weston Street, 2nd Floor
Kolkata, West Bengal
India – 700 012
Date: 14/08/2015

By Order of the Board of Directors

Priyanka Mohta
Company Secretary

Notes:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the item of Special Business is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the company.
- 3) Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- 4) Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- 5) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) Additional details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 9th September 2015 to Tuesday, 15th September 2015(both days inclusive).

- 9) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
- 10) Members are requested to notify immediately any change in their address to the Company.
- 11) Shareholders are requested to quote Registered Folio Number in all the Correspondence with the Company.
- 12) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **September 08, 2015**.
- 13) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on or before **19th August, 2015**.
- 14) The Results declared shall be placed on the Company's website and communicated to the BSE.
- 15) A copy of this notice has been placed on the website of the Company.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

- I. Mrs. Rani Mishra (DIN: 07250415) was appointed by the Board of Directors of the Company as Additional Director of the Company under Section 161(1) of the Companies Act, 2013('the Act') in the capacity of Independent Non-Executive Director of the Company, for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 30th July, 2015 and the said appointment is subject to approval of the Shareholders;
- II. Mrs. Rani Mishra does not hold any shares by herself or for any other person on a beneficial basis in the Company.
- III. Mrs. Rani Mishra has given a declaration that she satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.
- IV. In the opinion of the Board, Mrs. Rani Mishra fulfils the conditions specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for her appointment in the capacity of Independent Director of the Company.
- V. The Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Rani Mishra as an Independent Director for five consecutive years for a term upto 29th July, 2020, for the approval by the shareholders of the Company.
- VI. Except Mrs. Rani Mishra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

- I. In Accordance with, Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Agreements, it is required to appoint the Independent Director for a term of five years. In this connection, the Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention to propose Mr. Pritam Saha as a candidate for the office of Director and the said appointment is subject to approval of the Shareholders;
- II. Mr. Pritam Saha does not hold any shares by himself or for any other person on a beneficial basis in the Company.
- III. Mr. Pritam Saha has given a declaration that he satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.
- IV. In the opinion of the Board, Mr. Pritam Saha fulfils the conditions specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment in the capacity of Independent Director of the Company.

- V. The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pritam Saha as an Independent Director for five consecutive years for a term upto 31st March, 2020, for the approval by the shareholders of the Company.
- VI. Except Mr. Pritam Saha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

The members are being informed that Mr. Deepak Kumar Singh was appointed as Managing Director of the Company for a period of 3 years with effect from January 01, 2014 to December 31, 2016.

The Board of Directors of the Company considered the nature of services and at its meeting held on August 14, 2015 considered for payment of remuneration to Mr. Deepak Kumar Singh, Managing Director for a period from October 01, 2015 to December 31, 2016.

Statement as required under Part II of Schedule V to the Companies Act, 2013:

1.GENERAL INFORMATION:			
(1) Nature of Industry	The Company is prominently engaged in the development, sale and lease of commercial, residential, retail and in industrial properties, undertaking residential and commercial construction projects.		
(2) Year of commencement of commercial production	Certificate of commencement of business certificate was issued by ROC in the year 2009		
(3) In case of new companies, expected date of commencement of activities	NA		
(4) Financial performance based on given indicators	Particulars	FY 2014-15	FY 2013-14
	Paid up Capital	1,26,431,500	1,26,431,500
	Reserves & Surplus	21,96,730.32	4,97,936.70
	Revenue from Operations	1,94,72,950.00	51,61,258.00
	EBIDTA	25,18,690.62	5,00,617.70
	Profit Before Tax	24,78,203.62	4,46,983.70
	Profit After Tax	17,65,190.62	3,67,746.70

Information about the appointee:**(1) Background details**

Mr. Deepak Kumar Singh is a commerce graduate from the Calcutta University. He is having over 7 years of experience in the field of real estate, finance, accounting and management. He has been the driving force behind the growth of the company. He is providing leadership and direction to all the major projects of the Company currently in the process of implementation.

(2) Past remuneration

The Company has been unable to pay remuneration to Managing Director on account of inadequate profit and the profit earned was being utilized for the betterment of the business. It is also provided in the Articles Of Association in Point No. 66 that the Managing Director may not be paid remuneration and it is to be determined by the Board.

(3) Job Profile and his suitability

Mr. Deepak Kumar Singh has been the driving force behind the growth of the company. He is providing leadership and direction to all the major projects of the Company currently in the process of implementation. He has immense experience in the field of real estate, finance, accounting and management.

(4) Remuneration Proposed

The Board of Directors in its meeting held on August 14, 2015 proposed an Annual Remuneration of Rs. 3 lakhs from October 2014 subject to the approval of members by passing Special Resolution in the ensuing 7th Annual General Meeting.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The indicative salary range for this role, based on the study conducted by the Company is Rs 6 lakh and Rs 45 lakh a year which includes annual cash and bonus, as applicable. Considering the current financial position of the Company, the Board has deemed it fit to approve an annual remuneration of Rs 3 Lakhs, excluding perquisites mentioned in Schedule V of the Companies Act 2013.

(6) Pecuniary relationship

Mr. Deepak Kumar Singh holds 0.08% of the total shares of the Company as a Shareholder of the Company. He is a director in Monalisa Management Advisory Services Private limited which holds 0.31% of the total shares of the Company and Vandana Advisory Services Private Limited which holds 16.45% of the total shares of the Company.

Other information**(1) Reasons for inadequate profits**

The Company has limited operating history from which it is difficult to evaluate the business. There have been fluctuations in the prices of critical raw materials. Such fluctuations have affected our profitability. Our Company operates in real estate and infrastructure sector, consequently we face significant competition from existing players and potential entrants in the Industry. Therefore, it hampers the profits of the Company.

(2) Steps taken or proposed to be taken for improvement

The Company has expanded in the infrastructure sector and started executing earthworks including cutting, lifting, transportation, dozing etc. Presently, our Company is mainly engaged in development, sale and lease of commercial, residential, retail and industrial properties. The Company is engaging in other related works such as acting labour contractor and sub-contractor in road construction projects. The Company is expanding its work and entering into development projects in other states other than West Bengal.

(3) Expected increase in productivity and profits in measurable terms

The Company expects to generate increased revenues in the coming years.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN THE SEVENTH ANNUAL GENERAL MEETING:**Re-appointment of Mr. Deepak Kumar Singh (Item No. 2)**

In compliance with Section 152 of the Companies Act, 2013, Mr. Deepak Kumar Singh shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Deepak Kumar Singh joined the Board of Directors as an Executive Director in the year 2009. He has many years of experience in the business of construction and real estate.

Except Mr. Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial otherwise, in Agenda Item No. 2.

Appointment of other Directors (Item No. 4 & 5)

For the details of Mrs. Rani Mishra and Mr. Pritam Saha, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 4 and 5 of the Notice of the Annual General Meeting to Section 102 of the Companies Act, 2013.

Regd. Office:
29A, Weston Street, 2nd Floor
Kolkata, West Bengal
India – 700 012
Date:14/08/2015

By Order of the Board of Directors

Priyanka Mohta
Company Secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

BACKGROUND:

Autumn Builders Limited was established under the Companies Act, 1956, on February 25, 2009, having its registered office in the state of West Bengal. The Company is prominently engaged in the development, sale and lease of commercial, residential, retail and industrial properties, undertakes residential and commercial construction projects.

FINANCIAL RESULTS:

The summarized financial results of the Company for the year ended 31st March, 2015 are as follows:

Particulars	Current Year ended 31.03.2015	Previous Year Ended 31.03.2014
Profit Before Tax	2,478,203.62	446,983.70
Less: Provisions for Income Tax	713,598.00	86,525.00
Less: Provisions for Deferred Tax	(585.00)	(7,288.00)
Profit after Tax	1,765,190.62	367,746.70
Balance of Profit brought forward	497,936.70	130,190.00
Depreciation Adjustment pursuant to Schedule II of the Companies Act,2013	66,397.00	-
Balance Carried to Balance Sheet	2,196,730.32	497,936.70

PERFORMANCE:

During the financial year 2014-15 your Company achieved a turnover of ` 19,742,950 with a 277.29% (approx) increase over last year turnover. Net profit (Post tax) for the year 2014-15 stood at ` 1,765,190.62. The Earning per share (EPS) is 0.14.

DIVIDEND:

Your Directors feel that Company should re- invest the profit in the business and to target growth in the existing business areas. In order to meet its growing fund requirement and to conserve its resources for future expansions, the Directors have decided not to recommend the dividend for the current year.

CONVERSION OF COMPANY INTO A PUBLIC LIMITED COMPANY

During the FY 2012-13, the Company was a Private limited Company. Subsequently, our Company was converted into a Public limited Company under the Companies Act, 1956 and the name of the Company was changed to "**Autumn Builders Limited**" pursuant to issue of fresh Certificate of Incorporation consequent upon change of name on conversion to public limited Company dated October 15, 2013.

DIRECTORS:

Mr. Deepak Kumar Singh, Managing Director, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

The Companies Act, 2013 provides for appointment of Independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that Independent Director shall hold office for a term of up to five consecutive years on the Board of a company and shall be eligible for re-appointment on passing a special resolution by the shareholders of the company. Sub-section 11 states that no Independent director shall be eligible for more than two consecutive terms of up to five years each. Sub-section (13) states that the provision in respect of retirement of directors by rotation as defined in sub-sections (6) and (7) of Section 152 of the Act shall not apply to such Independent directors. Further, appointment of existing Independent Directors as required by the Companies Act, 2013, also needs to be made as per Sections 149,150 and 152 read with schedule IV thereto and rules made thereunder.

Accordingly Mr. Sant Lal Goel (holding DIN - 01930453), Mr. Punit Parasramka (holding DIN - 02794913), and Mr. Vikash Agarwal (holding DIN - 06405191), the existing Independent Directors of the company, are not liable to retire by rotation, for a term up to 31st March, 2019.

KMP CHANGES:

Ms Anisha Agarwal ceased to be a Company Secretary & Compliance Officer with effect from 21/07/2015

KMP APPOINTMENT

Mrs Priyanka Mohta has been appointed as the Company Secretary & Compliance Officer with effect from 21/07/2015.

AUDITORS:

M/s Alfa Daga & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. They have offered themselves for re-appointment as Statutory Auditors and have provided a certificate that their re-appointment, if it is made will be in conformity with the provisions of the Act and they are not disqualified for appointment. The Board of Directors and the Audit Committee recommend their appointment for the ensuing year.

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 qualification reservation or adverse remark.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement clause of Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors hereby confirm that:-

- (i) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the

state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;

- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;and
- (iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- (v) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under the Listing Agreement to be entered into with Bombay Stock Exchange Ltd., Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Directors Report.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to adhere to all the stipulations laid down in Listing Agreement. A detailed report on the Corporate Governance in compliance with Listing Agreement is presented as a part of the Annual Report. A Certificate from the Auditor on the compliance with Corporate Governance requirements by your Company is attached to the Report on Corporate Governance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company. Therefore the information related to those aspects is not given. Further, there has been no foreign exchange earnings and outgo during the year under Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this report as Annexure-B and forms an integral part of the Report.

NUMBER OF BOARD MEETINGS

The number of Board Meetings held during the year stands at 4.

S.No	Date of Meeting	Board Strength	No. of Directors Present
1.	28 th May, 2014	4	4
2.	21 st August, 2014	4	3
3.	13 th November, 2014	4	4
4.	11 th February, 2015	4	2

CSR POLICY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

LOANS, GUARANTEES & INVESTMENTS

The Company has not given any loan to or provided any guarantee or security in favor of any other parties. The Company has also not made any investment of its fund with any other party.

INTERNAL FINANCIAL CONTROLS

The Company has put in place an adequate system of internal financial controls with respect to the financial statements and commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of business. No reportable material weakness in operation was observed.

RISK MANAGEMENT POLICY

The Company has robust systems for Risk Assessment and mitigation which is reviewed periodically. The Company's risk identification and assessment process is dynamic and hence it has been able to identify, monitor and mitigate the most relevant strategic and operational risks.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed S.A. & Associates (Company Secretaries) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is Included in Annexure-A and forms an integral part of this report.

HUMAN RESOURCES:

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under the provisions of Section 197(12) of the Act read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014.

During the year under review, relationship with the employees is cordial.

LISTING ON SME PLATFORM

Your Directors are pleased to inform you that the Company's securities have now been listed on the ITP Platform of BSE Limited on April 14, 2014 and the Company has paid listing fee to the Exchange for the year 2014-15.

CONSOLIDATED FINANCIAL STATEMENTS

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

PUBLIC DEPOSITS

During the year under review, the Company has not accepted or renewed any fixed deposits from the public.

ACKNOWLEDGEMENT:

Your Directors place on record their appreciation of the support extended by its Employees, Bankers, Customers and various Government Agencies. The Board also wishes to thank the shareholders for their unstinted support.

Date: 30.05.2015

Place: Kolkata

By order of the Board of Directors
For Autumn Builders Limited

Deepak Kumar Singh
(Managing Director)

Annexure-A
SECRETARIAL AUDIT REPORT

For the FY ended 31.03.2015

[Pursuant to Section 204(l) of the Companies Act, 2013 and rule no. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Autumn Builders Limited
29A, Weston Street, 2nd Floor,
Room No. B3, Kolkata-700 012.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence of good corporate practices by Autumn Builders Limited (hereinafter called the Company) bearing CIN: L14299WB2009PLC133130. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

1. The Companies Act, 2013 (the Act) and rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - iii. The Securities and Exchange Board of India (Registrars to Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act, 1993 regarding the Companies Act and dealing with the client;
 - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
6. Laws prescribed for environment protection.
7. Labour Laws and other laws related to labour and employees appointed/engaged/deployed through contractors by the Company, including contract labour as related to wages, bonus, provident fund, gratuity, ESIC, compensation, maternity benefits and public holidays.

I have also examined with applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreement entered into by the Company with the Bombay Stock Exchange.

I further report that the compliances by the Company of applicable financial laws like Direct and Indirect tax laws, have not been reviewed in this Audit since the same are subject to review by Statutory financial audit

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

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

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

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

- a. Public/Right/Preferential issue of shares /debentures/sweat equity, etc.
- b. Redemption / buy-back of securities
- c. Merger / amalgamation / reconstruction, etc.
- d. Foreign technical collaborations

Date:30.05.2015

Place:Kolkata

For **S.A & Associates**
Company Secretaries

SHIPRA AGARWAL
(Proprietor)
C.P. No. 3173

Management Discussion and Analysis

Description of our Business and Operations

Autumn Builders Limited was established under the Companies Act, 1956, on February 25, 2009, having its registered office in the state of West Bengal.

The Company is prominently engaged in the development, sale and lease of commercial, residential, retail and industrial properties, undertakes residential and commercial construction projects. Additionally, the Company also undertakes land development and infrastructure projects. The Company mainly operates in eastern Indian region and particularly in West Bengal.

Our Company is prominently engaged real estate and infrastructure sector. We have started as a construction company undertaking residential and commercial projects. Gradually, the Company has expanded in the infrastructure sector and started executing earthworks including cutting, lifting, transportation, dozing etc.

Presently, our Company is mainly engaged in development, sale and lease of commercial, residential, retail and industrial properties, undertaking residential and commercial construction projects and earthworks including cutting, lifting, transportation and dozing etc. The Company also acts as labour contractor and a sub-contractor in road construction projects. Our Company mainly operates in eastern Indian region and particularly in West Bengal. Recently, the Company has entered into the following development projects:

1. Demolition and Enabling Work for carrying out waterproofing work at podium of Grand Hyatt, Mumbai.
2. Construction of road including embankment of sub-grade works at GMR Road Project- Hospet, A.P.
3. Excavation, Laying, Jointing, Hydro test & Backfilling of CS Pipe at Anpara Thermal Power Station.
4. Earthwork Excavation for Navinagar Office for Gannon Dunkerly & Company Limited.

Sourcing the material

The main raw materials in construction are sand, cement, iron rod and paints. A wide range of materials are available for the construction and earthwork in West Bengal. Our Company has always maintained a healthy relation with the material suppliers. The selection of materials and suppliers to be used in a particular building or structure are done by our Company based on the original cost, maintenance, ease of cleaning, durability and transportation cost. Labour is another important factor in real estate sector. Eastern Indian is also characterised by easy and cheap availability of labour.

Competition

We operate in an industry which faces intense competition from established as well as unorganized players. Our competition depends on several factors which includes quality, price and most importantly timeline for completion. Completion of projects in time bound manner and management competencies provide us an edge over our competitors.

Working Capital

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of materials before payment is received from customers, in addition to that our working capital comprises of receivables from our debtors. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favorable for us.

Industry

Infrastructure and real estate sector in India has been most dynamic sectors of the economy, becoming driving force for economic growth in the country and has been witnessing changing trends with every passing day. Presently, the real estate market is flooded with low cost, or with luxury housing projects. More and more builders and developers are hooked on to affordable housing segment realizing its vast potential in the economy. With property prices stagnation spreading in all directions, real estate in India is undergoing realignment. However, the growth also depends on the policies adopted by the government to facilitate investments mainly in the economic and industrial sector. The demand for real estate is driven by many factors including affordability, cyclical, market sentiment, availability of regulatory policies, liquidity, availability of skilled and unskilled resources etc.

Internal Control System and their Adequacy

The Company has a proper and adequate system of internal control commensurate with its size and business operation to ensure timely and accurate financial reporting in accordance with applicable accounting standards and compliance with all applicable regulatory laws and Company policies.

Internal Auditors of the Company review the internal control systems on a regular basis for its effectiveness and necessary changes and suggestions are duly incorporated into the system. Internal audit reports are also reviewed by the Audit Committee of the Board.

Human Resources

The Company imparts training to all the employees based on individual needs. It also encourages the employees to attend external seminars. As on 31st March, 2015, our Company has a total strength of 7 employees.

FINANCIAL REVIEW 2014-15

ANALYSIS OF PROFIT AND LOSS ACCOUNT

- The Company's revenue from operations increased by 277.5% to stand at ` 194.72 lakhs in 2014-15. This was majorly due to harnessing of local resources and easy and cheap labour. Other Income increased from 357.26 % to stand at ` 9.41 lacs. The major reason behind such income is due to the high returns on its investments.
- Employee Cost increased by 19.61% owing to expansion measures and new projects adopted by the Company to stand at ` 7.22 lacs.
- Depreciation & Amortization expenses fell by ` 0.13 lacs on account on changes in the depreciation schedule of the Companies Act, 2013. Other Expenses increased by 322.06% on account of expansion & newer projects.

ANALYSIS OF BALANCE SHEET

- The decrease in tangible assets was on account of changes in the schedule of the Companies Act, 2013. Current Assets as on 31st March, 2015 stood at ` 847.42 lacs as against ` 832.48 lacs owing to increase in trade receivables and short term loans & advances.
- Current Liabilities have increased to stand at ` 10.85 lacs due to increase in trade payables due to newer contracts. The Company has not brought out a follow up public offer so there is no change in the Share Capital.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations and interest costs.

Corporate Governance Report

Company's Philosophy on Code of Governance

Autumn Builders Limited (the Company) believes that good Corporate Governance is essential for achieving the long term corporate goals and enhancing value to all the stakeholders of the company. The Company's philosophy is to attain a high level of accountability, transparency and fairness in the functioning and conduct of business with due emphasis on statutory compliances. The management of the company acknowledges its responsibility towards the society at large. The Company believes that good corporate governance is pre-requisite for achieving the highest standards of ethics in the overall interest of all the stakeholders.

Board of Directors

At present, we have four Directors on our Board, out of which three are Independent Directors and one Managing Director. The Chairman of the Board is an Independent Director. During the year, a majority of the Board comprised of Independent Directors. Independent Directors play a crucial role in imparting balance to the Board processes by bringing independent judgement on issues of strategy, performance, resources, technology, finance, conduct etc. We are in compliance with the requirements of corporate governance set forth in Clause 42 of the Listing Agreement for Institutional Platform of SME Exchange.

None of the Directors on the 'Board' is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies have been made by all the Directors.

The Composition and Category of Directors as is as follows

Sl. No.	Directors	Category
1.	Mr. Sant Lal Goel	Non Executive & Independent
2.	Mr. Vikash Agarwal	Non Executive & Independent
3.	Mr. Punit Parasramka	Non Executive & Independent
4.	Mr. Deepak Kumar Singh	Non Independent, Managing Director

Particulars of Directorships of other Companies

OTHER DIRECTORSHIPS		
Name of the Director	Name of the Company	Position
Mr. Deepak Kumar Singh Managing Director	1) Monalisa Management Advisory Services Private Limited	Director
	2) Vandana Advisory Services Private Limited	Director

Mr. Sant Lal Goel Director	1) TruTools India Pvt. Ltd. 2) Sarvada Apartment Advisory	Director Director
Mr. Vikash Agarwal Director	Nil	Nil
Mr. Punit Parasramka Director	Nil	Nil

Number of Board Meetings

During the Financial year from 1st April, 2014 to 31st March, 2015 the Board of Directors met 4 times on the following dates:

S.No	Date of Meeting	Board Strength	No. of Directors Present
1.	28 th May, 2014	4	4
2.	21 st August, 2014	4	3
3.	13 th November, 2014	4	4
4.	11 th February, 2015	4	2

Attendance of each Director at the Board Meetings and at the last AGM During the year 2014-15

Name of the Director	Number of Board Meetings held	No. of Board Meetings Attended	Last AGM attendance (Yes/No)
Mr. Sant Lal Goel	4	3	Yes
Mr. Punit Parasramka	4	4	Yes
Mr. Vikash Agarwal	4	2	Yes
Mr. Deepak Kumar Singh	4	4	Yes

No. of other Board Committees they are Members / Chairperson

Shareholders/Investors' Grievances Committee	Audit Committee
Mr. Vikash Agarwal Chairman	Mr. Vikash Agarwal Chairman
Mr. Deepak Kumar Singh Member	Mr. Sant Lal Goel Member
-	Mr. Deepak Kumar Singh Member

Board Committee

Audit Committee:

The Audit Committee, constituted in line with the composition as prescribed by the code of Corporate Governance, presently comprise of the following members:

Member of Audit Committee	Designation
Mr. Vikash Agarwal	Chairman(Independent Director)
Mr. Sant Lal Goel	Member (Independent Director)
Mr. Deepak Kumar Singh	Member (Whole-Time Director)

The terms of reference, role and scope of Audit Committee are in line with those prescribed by Clause 42 of the Listing Agreement for Institutional Trading Platform of SME Exchange.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and perform the functions as stipulated by Clause 42 of the Listing Agreement for Institutional Trading Platform of SME Exchange.

Remuneration Committee

Remuneration Committee is a non-mandatory requirement under Clause 42 of the Listing Agreement for Institutional Trading Platform of SME Exchange, hence, not formed. The Board of Directors determines the remuneration payable to the Executive Directors subject to the approval of the shareholders.

Stakeholder Relation Committee (Earlier Shareholders'/Investors' Grievance Committee)

Our Shareholders/ Investors Grievances Committee was constituted on January 11, 2014. The following Committee of Directors looks after the Investor Grievances:-

Member of the Compensation Committee	Designation
Mr. Vikash Agarwal	Chairman(Independent Director)
Mr. Deepak Kumar Singh	Member (Whole-Time Director)

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders'/investors' complaints. The Committee also monitors the implementation and compliance with the Company Code of Conduct for Prohibition of Insider Trading. Further, Share Transfer Committee was merged into the Stakeholder Relation Committee w.e.f 21st May, 2014.

General Body Meetings:

a. Details regarding venue, date and time of last 3 (three) Annual General Meeting of the Company are as follows:

Financial Year	Date	Time	Location
2013-14	29.09.2014	03:00 P.M.	29 A, Weston Street, 2 nd Floor, Room No.B3, Kolkata.
2012-13	30.09.2013	11:00 A.M.	29 A, Weston Street, 2 nd Floor, Room No.B3, Kolkata.

2011-12	29.09.2012	11:00 A.M.	29 A, Weston Street, 2 nd Floor, Room No.B3, Kolkata.
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b. Details regarding Special Resolutions passed in last 3 (three) Annual General Meetings are as follows:

Shareholder's Meeting	Business requiring Special Resolution
6 th Annual General Meeting held on 29.09.2014	Nil
5 th Annual General Meeting held on 30.09.2013	Nil
4 th Annual General Meeting held on 29.09.2012	Nil

Disclosures

A. Terms & conditions of employment of our Executive Director

The details of terms and conditions of appointment, including remuneration, of Mr. Deepak Kumar Singh, Managing Director are as under:

Particulars	Mr. Deepak Kumar Singh (Managing Director)
Tenure	3 years From January 1,2014 to December 31,2016
Notice Period	Three months
Remuneration	No remuneration payable for the current tenure

Remuneration of our Independent Director

Currently, no remuneration is being paid to non-executive Directors whether by way of sitting fees or any other kind of remuneration.

B. Related party transactions during the year:

- List of related parties of Our Company is as under:

S. No.	Name of the related party
Directors	Mr. Deepak Kumar Singh
Group Companies	Nil

Key Managerial Person	Nil
Relatives of Key Managerial Person	Nil

2. Details of Transactions with Related Parties:

Our Company does not have any transaction with any related parties during the preceding three financial years.

C. Cases of Non-Compliances / Penalties:

There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of imposition of penalties or strictures by Stock Exchanges or any other Statutory Authority does not arise.

D. Risk Management:

The Company has laid down the procedures to inform the board about the risk assessment and minimization. The Board of Directors of the company periodically reviews these procedures to ensure risks are managed through a properly defined framework.

E. Means of Communication:

Quarterly, half-yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in the all India editions of Business Standard (English) and Ekdin (Bengali). The notice of the AGM is sent to the shareholders well in advance of the AGM. The gist of the notice is also published in newspapers. The results and official news releases of the Company are also made available on the company's website i.e. www.autumnbuilders.in.

F. General Shareholder information:

Current Year AGM Date & time : 15TH September, 2015 at 3:00 P.M.

AGM date, time and venue : Tuesday, 15th September, 2015
AT 3.00 P.M.
29 A, Weston Street, 2nd Floor, Room No. B3,
Kolkata-700 012, West Bengal.

Financial Year : 1st April 2014 to 31st March 2015

Book Closure Date : 09/09/2015 to 15/09/2015
(Both days inclusive)

Dividend Payment Date : The Director have not recommended any Dividend for the financial year 2014-2015

G. Listing on Stock Exchange:

Autumn Builders Limited is a Listed Company. The Listing details are as under:

Stock Exchange	BSE-SME-ITP
Series	Equity
Date of Listing	14 April 2014
Symbol/Code	780004

The Company has paid listing fees for the year 2014-15 to both the above Stock Exchanges.

H. Share Transfer System:

The share transfer/transmission/splits and/or issue of duplicate share certificates are processed on behalf of the Company by the Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd. And is then placed before the Company Secretary who has been delegated the authority by Share Transfer Committee to approve transfers. The Company Secretary addresses all the requests fortnightly.

I. Category wise Shareholding as on 31st March, 2015:

Name of the Shareholders	No. of Shares Held	% Holding
Promoters Holding	41,49,700	32.83
Non-Promoters Holding		
- Financial Institutions	-	0.00
- Bodies Corporate	11,27,350	8.91
- Individual shareholders holding nominal share capital up to ` 100,000	27,25,750	21.56
Individual shareholders holding nominal share capital in excess of ` 100,000	46,40,350	36.70
Total	1,26,43,150	100

J. Shareholding Profile:

Mode of Holding	As on 31 st March 2015	
	No. of Holders	No. of Shares
Demat	627	1,26,43,150
Total	627	1,26,43,150

K. Registrar and Transfer Agents:

M/s. Bigshare Services Pvt. Ltd. is Registrar and Transfer Agent of the Company. Any request pertaining to investor relations may be addressed to the following address:

Bigshare Services Pvt. Ltd.
E-2 & 3, Ansa Industrial Estate,
Saki- Vihar Road, Sakinaka.
Andheri (E), Mumbai- 400 072
Phone No. 91-22-40430200
E-mail- investor@bigshareonline.com

L. Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity:

We have no GDRs/ADRs or any commercial instrument.

M. Address of Registered Office:

29 A, Weston Street, 2nd Floor,
Room No.B3, Kolkata-700 012,
West Bengal.

N. Green Initiative in the Corporate Governance:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling annual general meeting, Corporate Governance Report, Directors Report, audited Financial statements, auditor's report, dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and transfer agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

Place: Kolkata
Date: 10.04.2015

For and on behalf of the Board of Directors

Deepak Kumar Singh
Managing Director

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**The Members of Autumn Builders Limited**

We have examined the compliance of conditions of Corporate Governance by Autumn Builders Limited for the financial years ended March 31, 2015 as stipulated in Clause 42 of the Listing Agreement for Institutional Platform of SME Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 abovementioned Listing Agreement.

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

For Alfa Daga & Associates

Chartered Accountants

FRN: 326733

Place: Kolkata

Date: 14.04.2015

(ALFA DAGA)

Proprietor

Membership No. 066300

CHIEF EXECUTIVE OFFICER(CEO) CERTIFICATION

The Board of Directors

Autumn Builders Limited
29A, Weston Street, 2nd Floor
Room No. B3, Kolkata, West Bengal
India – 700 012

We, have reviewed the financial statements and the cash flow statement of the Company for the financial year ended on 31st March, 2015 and to the best of our knowledge and belief, we certify that –

1. The Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; that the 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.
2. There are no fraudulent or illegal transactions.
3. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining the internal controls which are monitored by the Company's Internal Audit Team and have evaluated based on feedbacks received from the Company's Internal Audit Team, the effectiveness of the internal control systems of the Company pertaining to financial reporting and have reported to the Auditors and the Audit Committee, the deficiencies, if any, in the operation and design of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any in the internal control over financial reporting during the year;
 - (ii) significant changes, if any in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud, if any 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.

Place: Kolkata

Deepak Kumar Singh

Date: 30.05.2015

Managing Director

a) Mutual Funds	-	-	-	0.00%	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	0.00%	0.00%
2. Non-Institutions								
a) Bodies Corp.								
i) Indian	-	-	-	0.00%	2,000,750	2,000,750	15.82%	0.00%
ii) Overseas	7,131,000	7,131,000	7,131,000	56.42%	-	-	0.00%	-100.00%
b) Individuals	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,447,150	1,447,150	1,447,150	11.45%	2,715,750	2,715,750	21.48%	87.66%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,925,000	1,925,000	1,925,000	15.23%	3,547,250	3,547,250	28.06%	84.27%
c) Others (specify)	-	-	-	-	269,400	269,400	2.13%	0.00%
i) Clearing Member								
Non Resident Indians				0.00%	-	-	-	-
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	-
Foreign Nationals	-	-	-	0.00%	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	0.00%	0.00%
Sub-total (B)(2):-	10,503,150	-	10,503,150	83.11%	8,533,150	8,533,150	67.49%	-18.76%
Total Public (B)	10,503,150	-	10,503,150	83.11%	8,533,150	8,533,150	67.49%	-18.76%
C. Shares held by Custodian for GDRs & ADRs				0.00%			0.00%	0.00%
Grand Total (A+B+C)	12,638,150	-	12,638,150	100.00%	12,643,150	12,643,150	100.00%	73.75%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DEEPAK KUMAR SINGH	10,000	0.08%	0	10,000	0.08%	0	0.00%
2	VANDANA ADVISORY SERVICES PRIVATE LIMITED	2,130,000	16.85%	0	2,080,000	16.45%	0	-2.35%
3	MONALISA MANAGEMENT ADVISORY SERVICES	-	0.00%	0	39,500	0.31%	0	0.00%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01.04.2014		2,140,000	16.93%	4,110,000	32.51%
	Changes during the year	-	Transfer	(10,500.00)	-0.08%	NA	0.00%
	At the end of the year	31.03.2015		2,129,500	16.85%	4,110,000	32.51%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	FIRST OVERSEAS CAPITAL LIMITED						
	At the beginning of the year	4/1/2014		500,000	3.96%		0.00%
	Changes during the year			NO CHANGE	0.00%		0.00%
	At the end of the year			500,000	3.96%		0.00%
2	BMA WEALTH CREATORS LIMITED						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year	10/10/2014	Transfer	12,000	0.09%	12,000	0.09%
		10/17/2014	Transfer	(12,000)	-0.09%	-	
		11/14/2014	Transfer	5,000	0.04%	5,000	
		11/21/2014	Transfer	(5,000)	-0.04%	-	
		2/6/2015	Transfer	20,000	0.16%	20,000	
		2/13/2015	Transfer	56,500	0.45%	76,500	
		2/20/2015	Transfer	60,000	0.47%	136,500	
		2/27/2015	Transfer	74,200	0.59%	210,700	
		3/6/2015	Transfer	61,900	0.49%	272,600	
		3/13/2015	Transfer	13,000	0.10%	285,600	
		3/20/2015	Transfer	15,000	0.12%	300,600	
		3/27/2015	Transfer	(88,200)	-0.70%	212,400	
		3/31/2015	Transfer	25,000	0.20%	237,400	
	At the end of the year			237,400	1.88%	237,400	1.88%
3	CONCORD VINIMAY PRIVATE LIMITED						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year	3/6/2015	Transfer	26,900	0.21%	26,900	0.21%
		3/13/2015	Transfer	20,000	0.16%	46,900	
		3/20/2015	Transfer	36,000	0.28%	82,900	
		3/27/2015	Transfer	38,400	0.30%	121,300	
	3/31/2015	Transfer	28,500	0.23%	149,800		
	At the end of the year			149,800	1.19%	149,800	1.18%
4	BAISAKHI TRACOM PRIVATE LIMITED						
	At the beginning of the year			928,500	7.35%	928,500	7.34%
	Changes during the year	4/18/2014	Transfer	(694,500)	-5.50%	234,000	1.85%
		5/2/2014	Transfer	(22,500)	-0.18%	211,500	
		5/9/2014	Transfer	(10,000)	-0.08%	201,500	
		5/16/2014	Transfer	(7,500)	-0.06%	194,000	
		5/23/2014	Transfer	(5,000)	-0.04%	189,000	
		7/4/2014	Transfer	(20,000)	-0.16%	169,000	
		8/15/2014	Transfer	(14,500)	-0.11%	154,500	
		8/22/2014	Transfer	(21,000)	-0.17%	133,500	
		9/12/2014	Transfer	(8,000)	-0.06%	125,500	
		9/30/2014	Transfer	(19,500)	-0.15%	106,000	
		9/14/2014	Transfer	(63,000)	-0.50%	43,000	
		12/12/2014	Transfer	(4,500)	-0.04%	38,500	
		12/19/2014	Transfer	(4,000)	-0.03%	34,500	
	At the end of the year			34,500	0.27%	34,500	0.27%
5	CHIRAG TRACOM PRIVATE LIMITED						
	At the beginning of the year			665,000	5.26%	665,000	5.26%
	Changes during the year	4/18/2014	Transfer	(546,250)	-4.32%	118,750	0.94%
		4/25/2014	Transfer	10,000	0.08%	128,750	
		5/2/2014	Transfer	(37,500)	-0.30%	91,250	
		5/9/2014	Transfer	(6,250)	-0.05%	85,000	
		5/23/2014	Transfer	(25,000)	-0.20%	60,000	
		6/6/2014	Transfer	(25,000)	-0.20%	35,000	
		6/30/2014	Transfer	(17,000)	-0.13%	18,000	
		8/1/2014	Transfer	(13,000)	-0.10%	5,000	
		9/5/2014	Transfer	9,000	0.07%	14,000	
	9/19/2014	Transfer	7,500	0.06%	21,500		
	10/17/2014	Transfer	9,000	0.07%	30,500		

		11/28/2014	Transfer	15,200	0.12%	45,700	
		2/6/2015	Transfer	(1,000)	-0.01%	44,700	
		2/13/2015	Transfer	(5,500)	-0.04%	39,200	
		2/27/2015	Transfer	(3,600)	-0.03%	35,600	
		3/20/2015	Transfer	(5,900)	-0.05%	29,700	
		3/27/2015	Transfer	(1,500)	-0.01%	28,200	
		3/31/2015	Transfer	5,500	0.04%	33,700	
	At the end of the year			33,700	0.27%	33,700	0.27%
6	CAMPHOR TRADING PRIVATE						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	3/20/2015	Transfer	23,400	0.19%	23,400	0.19%
		3/27/2015	Transfer	60,000	0.47%	83,400	
		3/31/2015	Transfer	25,000	0.20%	108,400	
	At the end of the year			108,400	0.86%	108,400	0.86%
7	DURGAPUR CONSTRUCTION PRIVATE LIMITED						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	2/6/2015	Transfer	5,400	0.04%	5,400	0.04%
		2/20/2015	Transfer	17,000	0.13%	22,400	
		3/13/2015	Transfer	63,400	0.50%	85,800	
		3/27/2015	Transfer	79,400	0.63%	165,200	
		3/31/2015	Transfer	10,000	0.08%	175,200	
	At the end of the year			175,200	1.39%	175,200	1.39%
8	GUNGUN COMPUTERS PRIVATE LIMITED						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	2/13/2015	Transfer	32,100	0.25%	32,100	0.25%
		2/20/2015	Transfer	15,000	0.12%	47,100	
		2/27/2015	Transfer	120,600	0.95%	167,700	
		3/6/2015	Transfer	30,000	0.24%	197,700	
		3/13/2015	Transfer	15,000	0.12%	212,700	
		3/27/2015	Transfer	5,000	0.04%	217,700	
	At the end of the year			217,700	1.72%	217,700	1.72%
9	VINTAGE BREWERIES PRIVATE						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year	2/6/2015	Transfer	6,400	0.05%	6,400	0.05%
		2/13/2015	Transfer	10,000	0.08%	16,400	
		2/20/2015	Transfer	39,400	0.31%	55,800	
		2/27/2015	Transfer	66,000	0.52%	121,800	
		3/6/2015	Transfer	20,400	0.16%	142,200	
		3/13/2015	Transfer	10,000	0.08%	152,200	
		3/20/2015	Transfer	33,400	0.26%	185,600	
		3/27/2015	Transfer	18,500	0.15%	204,100	
		3/31/2015	Transfer	10,000	0.08%	214,100	
	At the end of the year			214,100	1.69%	214,100	1.69%
10	MONA,ISA MANAGEMENT ADVISORY SERVICES PRIVATE LIMITED						
	At the beginning of the year			2,070,000	16.38%	2,070,000	16.37%
	Changes during the year	7/25/2014	Transfer	(50,000)	-0.40%	(50,000)	-0.40%
	At the end of the year			2,020,000	15.98%	2,020,000	15.98%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	DEEPAK KUMAR SINGH				
	At the beginning of the year	10,000	0.08%	10,000	0.08%
	Changes during the year	NO CHANGE	0.00%	10,000	0.08%
	At the end of the year	10,000	0.08%	10,000	0.08%
2	PUNIT PARASRAMKA				

	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	NO CHANGE	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
3	SANT LAL GOEL				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	NO CHANGE	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
4	VIKASH AGARWAL				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	NO CHANGE	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
5	KISHORE KUMAR ROY				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	NO CHANGE	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
6	ANISHA AGARWAL				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	NO CHANGE	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	100,000.00	-	100,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	100,000.00	-	100,000.00
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	100,000.00	-	100,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	100,000.00	-	100,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
			(Rs/Lac)
1	Independent Directors	PUNIT PARASRAMKA	SANT LAL GOEL
			VIKASH AGARWAL

	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Name	ANISHA AGARWAL	(Rs/Lac)
		Designation	CEO	CS
1	Gross salary		180000	180000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission	-		-
	- as % of profit	-		-
	- others, specify	-		-
5	Others, please specify	-		-
	Total	-	180,000.00	180,000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDEPENDENT AUDITORS' REPORT

To The Members of AUTUMN BUILDERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Autumn Builders Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the

accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("The Order") issued by the Central Government Of India in terms of Section 143 (11) of the Act, 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:

(i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(iii) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.

(iv) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(v) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(vi) 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:

- a) The Company does not have any pending litigations which would impact its financial position.
- b) The Company did not have any long term contracts including derivative contracts during the year for which there were any material foreseeable losses nor have any outstanding derivative contract at the year end.

- c) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year because there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For Alfa Daga & Associates
Chartered Accountants
Firm Registration No. 326733E

(FCA ALFA DAGA)
Proprietor
Membership No. 066300

Place: **KOLKATA**
Date: **30.05.2015**

Annexure to the Auditor's Report:

[Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" in the Independent Auditors' Report of even date to the members of **AUTUMN BUILDERS LIMITED** on the Financial Statements for the year ended 31.03.2015.]

- i. (a)The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b)These fixed assets have been physically verified by the management at reasonable intervals and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. The Company has no Inventory. Accordingly, the provisions stated in paragraph 3(ii)(a)(b), and (c) of the order are not applicable.
- iii. As informed, the Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions stated in paragraph 3(iii)(a) and(b) of the order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weaknesses in internal control system of the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public, hence directives issued by the Reserve Bank Of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable.
- vi. As explained to us and to the best of our knowledge and belief, the maintenance of Cost records under Section 148(1) of the Companies Act, 2013 are not applicable to the Company.
- vii. (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other Statutory dues applicable to it and no undisputed amounts payable in respect thereof were outstanding, at the year end, for a period of more than six months from the date of becoming payable

(b) According to the information and explanations given to us, there are no dues of, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited on account of any dispute.

(c)According to the information and explanations given to us, there are no amounts that need to be transferred to the Investor Education and Protection Fund. Therefore, the provisions relating to transferring any amounts is not applicable to the Company during the year.

- viii. The Company has no accumulated losses at the end of the financial year 31st March, 2015. Further, Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

[Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” in the Independent Auditors’ Report of even date to the members of **AUTUMN BUILDERS LIMITED** on the Financial Statements for the year ended 31.03.2015.]

- ix. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- x. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- xi. The Company has not obtained any term loans during the year.
- xii. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such cases by the Management.

For **Alfa Daga & Associates**
Chartered Accountants
Firm Registration No. 326733E

(FCA **ALFA DAGA**)
Proprietor
Membership No. 066300

Place: **KOLKATA**
Date: **30.05.2015**

AUTUMN BUILDERS LIMITED

CIN:L14299WB2009PLC133130

Address: 29A, Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012

BALANCE SHEET AS AT 31.03.2015

(in `)

Particulars		Note No.	31.03.2015	31.03.2014
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	126,431,500.00	126,431,500.00
	(b) Reserves and surplus	3	2,196,730.32	497,936.70
2	Non-current liabilities			
	(a) Long Term Borrowings	4	100,000.00	100,000.00
	(b) Deferred tax liabilities (Net)	5	636.00	1,221.00
3	Current liabilities			
	(a) Other current liabilities	6	1,085,008.00	369,440.00
	(b) Short-term provisions	7	826,600.00	129,926.00
	TOTAL		130,640,474.32	127,530,023.71
II.	ASSETS			
	Non-current assets			
1	(a) Fixed assets	8		
	(i) Tangible assets		85,847.00	163,016.00
	(b) Non Current Investments	9	45,812,533.97	44,118,472.89
2	Current assets			
	(a) Trade Receivables	10	837,288.00	778,688.00
	(b) Cash and cash equivalents	11	4,655,571.35	4,165,364.82
	(c) Short-term loans and advances	12	78,324,234.00	77,334,482.00
	(d) Other current assets	13	925,000.00	970,000.00
	TOTAL		130,640,474.32	127,530,023.71

NOTES TO ACCOUNTS

1

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

As per our report of even date attached.

For Alfa Daga & Associates
Chartered Accountants

For Autumn Builders Limited

FCA ALFA DAGA
(Proprietor)

M. No.: 066300

FRN : 326733E

Place : Kolkata

Date : 30.05.2015

DEEPAK KUMAR SINGH
(Managing Director)

PUNIT PARASRAMKA
(Director)

PRIYANKA MOHTA
(Company Secretary)

AUTUMN BUILDERS LIMITED

CIN:L14299WB2009PLC133130

Address: 29A, Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012

PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31.03.2015

(in `)

Particulars	Note No.	31.03.2015	31.03.2014
I. Revenue from operations	14	19,472,950.00	5,161,258.00
II. Other Income	15	941,996.40	25,648.85
III. Total Revenue (I + II)		20,414,946.40	5,186,906.85
IV. Expenses:			
Employee benefits expense	16	744,000.00	622,020.00
Depreciation and amortization expense	8	40,487.00	53,634.00
Other expenses	17	17,152,255.78	4,064,269.15
Total expenses		17,936,742.78	4,739,923.15
V. Profit before exceptional and extraordinary items and tax (III-IV)		2,478,203.62	446,983.70
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		2,478,203.62	446,983.70
VIII. Extraordinary and Prior Period Items		-	-
IX. Profit before tax (VII- VIII)		2,478,203.62	446,983.70
X Tax expense:			
(1) Current tax		713,598.00	86,525.00
(2) Deferred tax		(585.00)	-7,288.00
(3) Tax for earlier years		-	-
Profit (Loss) for the period from continuing operations (IX-X)		1,765,190.62	367,746.70
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		1,765,190.62	367,746.70
XVI Earnings per equity share:			
(1) Basic		0.14	0.03
(2) Diluted		0.14	0.03

NOTES TO ACCOUNTS

1

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

As per our report of even date attached.

For Alfa Daga & Associates

For Autumn Builders Limited

Chartered Accountants

FCA ALFA DAGA

(Proprietor)

M. No.: 066300

FRN : 326733E

Place : Kolkata

Date : 30.05.2015

DEEPAK KUMAR SINGH

(Managing Director)

PUNIT PARASRAMKA

(Director)

PRIYANKA MOHTA

(Company Secretary)

AUTUMN BUILDERS LIMITED

CIN:L14299WB2009PLC133130

Address: 29A, Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2015		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before tax & extraordinary items	2,478,203.62	446,983.70
Operating Profit before Working Capital Changes	2,478,203.62	446,983.70
Adjustment for:		
Increase/(Decrease) in Other Current Liabilities	715,568.00	69,440.00
Increase/(Decrease) in Short Term loans & Advances	(989,752.00)	(75,813,297.00)
Increase/(Decrease) in Trade Recievables	(58,600.00)	(778,688.00)
Increase/(Decrease) in Other Current Assets	45,000.00	(966,560.00)
	2,190,419.62	(77,042,121.30)
Depreciation	40,487.00	53,634.00
Tax Paid	(16,924.00)	(6,675.00)
Net Cash flow from Operating Activities (A)	2,213,982.62	(76,995,162.30)
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Net Purchase of Investments	(1,694,061.08)	(5,773,472.89)
Purchase of Fixed Assets	(29,715.00)	(56,995.00)
Net Cash flow from Investing Activities (B)	(1,723,776.08)	(5,830,467.89)
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from issue of Share Capital	-	85,756,500.00
Proceeds from Long Term Borrowings	-	100,000.00
Net Cash flow from Financing Activities (C)	-	85,856,500.00
Net (Increase)/Decrease in Cash & Cash Equivalentents (A+B+C)	490,206.54	3,030,869.81
Opening Cash & Cash Equivalentents	4,165,364.81	1,134,495.00
Closing Cash & Cash Equivalentents	4,655,571.35	4,165,364.81

For Alfa Daga & Associates

Chartered Accountants

For Autumn Builders Limited

FCA ALFA DAGA

(Proprietor)

M. No.: 066300

FRN : 326733E

Place : Kolkata

Date : 30.05.2015

DEEPAK KUMAR SINGH

(Managing Director)

PUNIT PARASRAMKA

(Director)

PRIYANKA MOHTA

(Company Secretary)

AUTUMN BUILDERS LIMITED

Note I : Disclosure pursuant to Note No.1 of Part I & II of Schedule III to the Companies Act, 2013

1. NOTES ON ACCOUNTS

1.1. Significant Accounting Policies:

- a) The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.
- b) The financial statements have been prepared on Historical Cost basis in accordance with the generally accepted accounting principles and provisions of the Companies Act, 2013 as adopted consistently by the company.
- c) Accounting Policies not referred hereto are consistent with generally accepted accounting principles.

1.2. Preliminary expenses are amortized over a period of five years.

1.3. Previous year's figure are re-grouped or rearranged wherever necessary.

1.4. The Provision regarding additional information as required under Para 4C and 4D of Part II of schedule III to the Companies Act are not applicable.

1.5. In the opinion of the management and to the best of their knowledge and belief the value of the realization of current assets, loans & advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provisions for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

1.6. Earning Per Share (EPS):

The Earnings considered in ascertaining the Company's EPS comprises the net profit (loss) and includes the post tax effect of any extraordinary items. The number of shares used in computing Basic EPS is weighted average number of shares outstanding during the year.

1.7. Additional information pursuant to the provision contained vides part II of the schedule III of the Companies Act. 2013.

- | | | |
|---|-----------------|-----|
| I. Earning in foreign Exchange | : | NIL |
| II. Expenditure in Foreign Currency | : | NIL |
| III. Opening stock Purchase, Sales and Closing Stock: | Not Applicable. | |

1.8. Managerial Remuneration to Directors during the year is NIL.

1.9. Taxation:

- (a) Provision for current year tax is determined on the basis of provisions on Income Tax Act, 1961.

1.10. Revenue recognition:

Revenue is recognized on transfer of significant risk and reward in respect of ownership.

AUTUMN BUILDERS LIMITED

Note II : Disclosure pursuant to Note No. 2 to 13 of Part I of Schedule III of the Companies Act,2013

Note 2 : Share Capital

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number		Number	
Authorised Equity Shares of ` 10/- each	14000000	140,000,000.00	14000000	140,000,000.00
Issued Equity Shares of ` 10/- each	12643150	126,431,500.00	12643150	126,431,500.00
Subscribed & Paid up Equity Shares of ` 10/- each fully paid	12643150	126,431,500.00	12643150	126,431,500.00
Total	12643150	126,431,500.00	12643150	126,431,500.00

Disclosure pursuant to Note no. 2 of Part I of Schedule III of the Companies Act,2013

Particulars	Equity Shares			
	31.03.2015		31.03.2014	
	Number		Number	
Shares outstanding at the beginning of the year	12,643,150	126,431,500.00	12643150	126,431,500.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	12643150	126,431,500.00	12643150	126,431,500.00

Equity Shares in the Company held by each shareholder holding more than 5 percent of the Total Shareholding

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
MONALISA MANAGEMENT ADVISORY SERVICES PRIVATE LIMITED	2020000	15.97%	2020000	15.97%
VANDANA ADVISORY SERVICES PRIVATE LIMITED	2080000	16.45%	2080000	16.45%

Note: The Company has one class of Equity Shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

Note 3 : Reserves & Surplus

Particulars	As at 31 March 2015	As at 31 March 2014
a. Surplus		
Opening balance	497,936.70	130,190.00
(+) Net Profit/(Net Loss) For the current year	1,765,190.62	367,746.70
(-) Depreciation Adjustment pursuant to Schedule II of the Companies Act,2013	66,397.00	
Closing Balance	2,196,730.32	497,936.70
Total	2,196,730.32	497,936.70

Note 4 : Long term Borrowings

Particulars	As at 31 March 2015	As at 31 March 2014
a. Unsecured Loans (Agrasen Seva Samity)	100,000.00	100,000.00
Total	100,000.00	100,000.00

Note 5 : Deferred Tax Liabilities

Particulars	As at 31 March 2015	As at 31 March 2014
Opening Balance	1,221.00	8,509.00
Add: Deferred Tax Liability/(Asset) during the year	(585.00)	-7,288.00
Total	636.00	1,221.00

AUTUMN BUILDERS LIMITED

Note 6: Other Current Liabilities

Particulars	As at 31 March 2015	As at 31 March 2014
(a) Other payables		
Sundry Creditors	953,150.00	-
Advance Received	-	280,000.00
Liabilities for Expenses	22,000.00	11,000.00
Professional Tax Payable	8,160.00	2,640.00
TDS Payable	101,698.00	75,800.00
Total	1,085,008.00	369,440.00

Note 7 : Short Term Provisions

Particulars	As at 31 March 2015	As at 31 March 2014
Opening Provision for Income Tax	129,926.00	50,076.00
Less: Tax assessed	16,924.00	6,675.00
Add: Current Year Provision for Income Tax	713,598.00	86,525.00
Closing Provision for Income Tax	826,600.00	129,926.00

Note 8 : Fixed Assets

As per Separate Sheet attached

Note 9 : Non-Current Investments

Particulars	As at 31 March 2015	As at 31 March 2014
(a) Investment in Quoted Shares	1,967,533.97	273,472.89
(b) Investment in Unquoted Shares (Valued at cost by Management)	43,845,000.00	43,845,000.00
Total	45,812,533.97	44,118,472.89

Note 10: Trades Receivables

Particulars	As at 31 March 2015	As at 31 March 2014
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	837,288.00	778,688.00
Trade receivables outstanding for a period more than six months from the date they are due for payment Unsecured, considered good	-	-
Total	837,288.00	778,688.00

Note 11: Cash and cash equivalents

Particulars	As at 31 March 2015	As at 31 March 2014
a. Balances with banks		
Indusind Bank	-	22.00
ING Vysa Bank	13,392.83	143,466.00
Oriental Bank of Commerce	-11,999.30	2,409,045.00
b. Cash in hand (As certified by the management)	4,654,177.82	1,612,831.82
Total	4,655,571.35	4,165,364.82

AUTUMN BUILDERS LIMITED

Note 12: Short-term loans and advances

Particulars	As at 31 March 2015		As at 31 March 2014	
a) Others				
Advance	35,450,000.00		35,700,000.00	
Deposits with Parties	41,500,000.00		41,500,000.00	
Advance Tax	400,000.00		-	
Self Assessment Tax (A.Y.-14-15)	6,590.00		-	
Balance with Tax Authorities	-		38,590.00	
TDS(A.Y.2014-15)	95,892.00		95,892.00	
Service Tax Recievable	70,258.00		-	
TDS(A.Y.2015-16)	389,459.00		-	
Advance To Suppliers	412,035.00		-	
		78,324,234.00		77,334,482.00
Total		78,324,234.00		77,334,482.00
Details of Unsecured Advances				
Reality Complex Pvt Ltd		34,000,000.00		34,000,000.00
Hyatt Regency Ltd.		-		250,000.00
Md. Faiaz Ansari		1,450,000.00		1,450,000.00
		35,450,000.00		35,700,000.00
Details of Deposits				
RSB Industries Ltd		19,000,000.00		19,000,000.00
SRS Tradelink Pvt Ltd.		22,500,000.00		22,500,000.00
		41,500,000.00		41,500,000.00

Note 13: Other Current Assets

Particulars	As at 31 March	As at 31 March
	2015	2014
A. Share Issue Expenses	790,000.00	790,000.00
B. Listing Fees	135,000.00	180,000.00
Total	925,000.00	970,000.00

AUTUMN BUILDERS LIMITED

Note III : Disclosure pursuant to Note No. 14 to 17 of Part II of Schedule III of the Companies Act,2013

Note 14 : Revenue From Operation

Particulars	For the period ended 31 March 2015	For the year ended 31 March 2014
Contractual Income	-	794,580.00
Job Charges	19,472,950.00	4,000,000.00
Scrap Sale	-	366,678.00
Total	19,472,950.00	5,161,258.00

Note 15 : Other Income

Particulars	For the period ended 31 March 2015	For the year ended 31 March 2014
Interest on IT Refund	1,404.00	4,540.00
Dividend Income	1,250.00	-
Long Term Capital Gain	654,279.82	-
Speculation Profit	8,758.31	-
Short Term Share Profit	276,304.27	21,108.85
Total	941,996.40	25,648.85

Note 16 : Employee Benefits Expenses

Particulars	For the period ended 31 March 2015	For the year ended 31 March 2014
(a) Salaries and Wages	744,000.00	622,020.00
Total	744,000.00	622,020.00

Note 17 : Other Expenses

Particulars	For the year period 31 March 2015		For the year ended 31 March 2014	
(A) Direct Expenses				
Contractual Expenses	-		220,640.00	
Labour Charges Paid	2,112,334.00		-	
Sales Promotion Expenses	929,742.00		-	
Job Charges paid	13,446,118.00		3,540,000.00	
Travelling & Conveyance	113,554.00		32,100.00	
Consumable Goods	178,930.00		-	
Registration Fees	-	16,780,678.00	61,708.00	3,854,448.00
(B) Indirect Expenses				
General Expenses	64,537.96		16,688.40	
Central Depository Service	33,708.00		4,090.00	
Bank Charges	2,359.56		5,896.75	
Custody Fees	64,607.00		-	
National Securities Depository Ltd.	-		5,000.00	
Statutory Audit Fees	11,000.00		11,000.00	
CDSL Fees	5,618.00		-	
Website & Designs	5,000.00		15,000.00	
DMAT Charges	715.26		899.00	
Electricity Charges	13,200.00		13,200.00	
ROC Filing Fees	4,800.00		59,610.00	
Interest on Late Payment of TDS	3,652.00		-	
Professional Charges	37,754.00		18,500.00	
Telephone Charges	79,626.00		11,497.00	
Listing Fees w/off	45,000.00		45,000.00	
Preliminary Exp w/off	-		3,440.00	
		371,577.78		209,821.15
Total		17,152,255.78		4,064,269.15

AUTUMN BUILDERS LIMITED

Disclosure pursuant to Note 5(i)g of Part II of Schedule III to the Companies Act,2013

Payments to the auditor as	For the year ended 31 March 2015	For the year ended 31 March 2014
a. Auditor Remuneration	11,000.00	11,000.00
Total	11,000.00	11,000.00

Signature to Notes No. 1 to 17

For Alfa Daga & Associates
Chartered Accountants

FCA ALFA DAGA
(Proprietor)
M. No.: 066300
FRN : 326733E
Place : Kolkata
Date : 30.05.2015

For Autumn Builders Limited

DEEPAK KUMAR SINGH
(Managing Director)

PRIYANKA MOHTA
(Company Secretary)

PUNIT PARASRAMKA
(Director)

AUTUMN BUILDERS LIMITED

Note 8 Fixed Assets

Particulars	Gross Block				Accumulated Depreciation					Net Block		
	Balance as at 1 April 2014	Additions/ (Disposals)	Acquired through business combinations	Revalua-tions/ (Impair-ments)	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Deductions / Adjustments	On disposals	Balance as at 31 March 2015	Balance as at 31 March 2015	Balance as at 31st March 2014
<u>Plant & Equipment</u>												
Air Conditioner	23,000.00	-	-	-	23,000.00	9,017.00	1,534.00	5,508.00	-	16,059.00	6,941.00	13,983.00
Fax Machine	6,195.00	-	-	-	6,195.00	109.00	2,630.00	250.00	-	2,989.00	3,206.00	6,086.00
Mobile Phone	50,800.00	-	-	-	50,800.00	523.00	22,098.00	1,235.00	-	23,856.00	26,944.00	50,277.00
<u>Furnitures & Fxtures</u>												
Furniture	48,038.00	-	-	-	48,038.00	23,271.00	3,170.00	8,429.00	-	34,870.00	13,168.00	24,767.00
<u>Office Equipment</u>												
Computer	338,599.00	29,715.00	-	-	368,314.00	270,696.00	11,055.00	50,975.00	-	332,726.00	35,588.00	67,903.00
Total	466,632.00	29,715.00	-	-	496,347.00	303,616.00	40,487.00	66,397.00	-	410,500.00	85,847.00	163,016.00

AUTUMN BUILDERS LIMITED

CIN: L14299WB2009PLC133130

Regd. Office: 29A Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012

Phone: (+91) 33 40048979, Email: autumnbuilders2009@yahoo.com

Website: www.autumnbuilders.in

(7th Annual general Meeting – 15th September, 2015)

FORM NO. MGT-11

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

CIN : **L14299WB2009PLC133130**
Name of the Company : **AUTUMN BUILDERS LIMITED**
Regd Office : **29A Weston Street, 2nd Floor, Room No.
B3, Kolkata-700 012**

Name of the Member(s) :

Registered address:

Email Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of shares of the above named company, 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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Tuesday, 15th day of September, 2015 at 3.00 PM at 29A Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
Ordinary Business:		For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March,2015		
2.	Re-appointment of Mr. Deepak Kumar Singh who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of Auditors and to fix their remuneration.		
Special Business:			
4.	Appointment of Mrs. Rani Mishra as an Independent Director.		
5.	Appointment of Mr. Pritam Saha as an Independent Director.		
6.	Fixation of remuneration of Mr. Deepak Kumar Singh, Managing Director of the Company.		

Signed this Day of 2015
Signature of the Shareholder(s) Signature of Proxy(s)

Affix Revenue Stamp

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

AUTUMN BUILDERS LIMITED

CIN: L14299WB2009PLC133130

Regd. Office: 29A Weston Street, 2nd Floor, Room No. B3, Kolkata-700 012

Phone: (+91) 33 40048979, Email: autumnbuilders2009@yahoo.com

Website: www.autumnbuilders.in

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

(Annual General Meeting- 15th September, 2015)

I/We hereby record my/our presence at the Annual General Meeting of “Autumn Builders Limited” to be held at 29A Weston Street, 2nd Floor, Room No.B3, Kolkata-700 012 on Tuesday, to be held on 15th September, 2015 at 3.00 PM.

Full Name of the Member (IN BLOCK LETTER):

Folio No.: DP ID: Client ID:

Full Name of the Proxy (IN BLOCK LETTER):

Member/Proxy(s) Signature:

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate Slip will not be issued at the venue of the meeting)