

JIGYASA INFRASTRUCTURE LIMITED

CIN No.U45200DL2008PLC177821

Registered office: 95B, Pocket - A, Mayur Vihar, Phase II, DELHI -110091

Website: www.jigyasainfra.com; Email Id: jigyasainfra@yahoo.com , Tel: [+91 11 68888159](tel:+911168888159)

Date: 09thOctober, 2018

To,
Listing Department
BSE Limited
(SME ITP Platform)
P J Towers, Dalal Street
Mumbai - 400001

Scrip Code: 780019; Scrip ID: JIGYASA

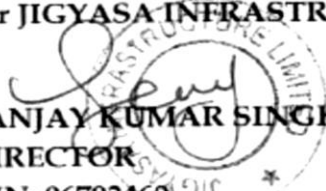
**SUBJECT: SUBMISSION OF THE ANNUAL REPORT UNDER REGULATION 34(1) OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir/Madam,

Please find enclosed herewith the Annual Report of JIGYASA INFRASTRUCTURE LIMITED for the Financial Year 2017-18, pursuant to Regulation 34(1) **SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015**.

Please update the same in your Records.

For JIGYASA INFRASTRUCTURE LIMITED


SANJAY KUMAR SINGH
DIRECTOR
DIN: 06793460

JIGYASA INFRASTRUCTURE LIMITED

ANNUAL REPORT
2017-18



COMPANY INFORMATION

BOARD OF DIRECTORS

Executive Director (Whole-time Director)	Shri Sanjay Kumar Singh
Non Independent Director (Non-executive Director)	Shri Kishori Prasad Gupta
Independent Director (Non-executive Director)	Smt. Usami Devi
Independent Director (Non-executive Director)	Shri. Chandan Kumar Bansraj Gautam

COMPLIANCE OFFICER

**Shri Sanjay Kumar Singh,
Whole Time Director**

BANKERS

HDFC Bank Limited

STATUTORY AUDITORS

GYANESH GUPTA & CO.
Chartered Accountants
SCO 20, Second Floor, Saraswati Vihar,
Housing Board Complex, Behind First India Palace
MG Road, Gurgaon-122002
Tel: +91 9818884921
Email: fcagyaneshgupta@gmail.com
Membership No: 509350, FRN: 024354N

CORPORATE IDENTIFICATION NUMBER (CIN)

L45200DL2008PLC177821

REGISTERED OFFICE

95 B, Pocket – A, Mayur Vihar,
Phase II, Delhi – 110 091
Tel: +91 11 68888159
Fax: +91 11 68888159
Website: www.jigyasainfra.com
E-mail: jigyasainfra@yahoo.com

REGISTER AND TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES PVT LIMITED

Beetal House, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi 110062

Tel Nos.: +91 11 29961281/82
Fax No.: +91 11 29961284
Email: beetalrta@gmail.com
Website: www.beetalfinancial.com
Contact Person: Mr. Punit Mittal
SEBI Registration: INR000000262

STOCK EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

BSE LIMITED

SME ITP PLATFORM

**P.J Towers, Dalal Street,
Mumbai -400001**

10th ANNUAL GENERAL MEETING: 03.09.2018
DAY & TIME : on Monday at 09:30 A.M
VENUE: 95B, POCKET- A, MAYUR VIHAR,
PHASE II, DELHI-110091

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JIGYASA INFRASTRUCTURE LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JIGYASA INFRASTRUCTURE LIMITED WILL BE HELD AT THE REGISTERD OFFICE OF THE COMPANY SITUATED AT 95B, POCKET- A, MAYUR VIHAR, PHASE II, DELHI-110091 ON MONDAY, 3RD SEPTEMBER, 2018 AT 09:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1.To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss Account, Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.
- 2.To ratify the appointment of M/s. Gyanesh Gupta & Co, Chartered Accountant as statutory auditor of the Company and to fix their remuneration.

SPECIAL BUSINESS:

- 3.To Consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, **Ms. Usami Devi (DIN: 07773336)**, who was appointed as an Additional Director with effect from 22nd March, 2018, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 22nd March, 2018.”

- 4.To Consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution.

“RESOLVED THAT **Mr. KISHORI PRASAD GUPTA** who was co-opted as an Additional Director on the board of the company with effect from 22nd March, 2018 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member proposing her candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation.”

Dated: 03.08.2018
Place: New Delhi

For and on behalf of board of
Jigyasa Infrastructure Limited
Sd-
Sanjay Kumar Singh
Whole Time Director
DIN No: 06793460

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. 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.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to the Registrar and Share Agent of the company i.e Beetal Financial and Computer services Private Limited at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 27th August 2018 to 29th August, 2018 (both days inclusive).
6. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
9. As per Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB(Companies listed on SME ITP exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and **JIGYASA INFRASTRUCTURE LIMITED** is a BSE SME ITP Listed company and E-voting is not applicable.

Dated: 03.08.2018
Place: New Delhi

For and on behalf of board of
Jigyasa Infrastructure Limited
Sd/-
Sanjay Kumar Singh
Whole Time Director
DIN No: 06793460

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 3

Ms. Usami Devi was appointed as an Additional Director with effect from 22.03.2018, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made there under, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from her that she meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement. The Board considered the independence of his in terms of Section 149 and Schedule IV to the Companies Act, 2013 and Regulations 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and was of the view that she fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors.

Ms. Usami Devi is interested in their respective resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Ms. Usami Devi is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in the Item no. 3 of the Notice for approval of the Members. The Board recommends the resolution for your approval.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

ITEM NO. 4

Mr. Kishori Prasad Gupta, who was appointed as an Additional Director of the Company with effect from 22.03.2018, in terms of Section 161 of the Companies Act, 2013, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kishori Prasad Gupta for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Kishori Prasad Gupta is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for approval of the Members.

The Board recommends the resolution for your approval. Mr. Kishori Prasad Gupta is interested in the resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

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ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NAME	USAMI DEVI
Age	52 Years
Qualifications	Graduate
Experience	25 Years
Terms and conditions of appointment including details of remuneration	Ms. Usami Devi will hold office upto 5 years w.e.f. 22/03/2018
Last drawn remuneration	NIL
Date of first appointment by the Board of Directors of the Company	22/03/2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017- 18	1
Other directorship, membership, / chairmanship of committees of other board	1. NINJA HEALTHCARE LIMITED 2. ANTHEIA TRADE SERVICES PRIVATE LIMITED 3. QUOD ISPAT LIMITED
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective Term. The Company may disengage Independent Directors prior to completion of the term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, they will not be liable to retire by rotation. Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with BSE Limited.
Performance evaluation report	N.A

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NAME	KISHORI PRASAD GUPTA
Age	46 Years
Qualifications	Graduate
Experience	20 Years
Terms and conditions of appointment including details of remuneration	Mr. Kishori Prasad Gupta will hold the office as Non Executive Director of the Company. Other terms and conditions are mentioned in the Appointment letter which is available for Inspection by Members on all working days except holidays from 11.00 A.M. to 05:00 P.M at the Registered office of the Company.
Date of first appointment by the Board of Directors of the Company	22/03/2018
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017- 18	5
Other directorship, membership, / chairmanship of committees of other board	1. HPC BIOSCIENCES LIMITED 2. VISHVAS PROJECTS LIMITED 3. ANTHEIA SME CAPITAL ADVISORS PRIVATE LIMITED
Justification for appointment of Independent Director	N.A
Performance evaluation report	N.A

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the 10th Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2018.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2017-18 and 2016-17 is given below:

Particulars	(Rupees in Lakh)	
	For Financial Year Ended	
	31 st March, 2018	31 st March, 2017
Total Income	50.39	202.89
Total Expenditure	48.88	197.60
Profit before Tax	1.51	5.28
Less: Tax Expense	0.06	1.90
Profit/(Loss) adjusted	-	-
Profit/(Loss) carried to Balance Sheet	1.44	3.39

RESULTS OF OPERATIONS

Operating in a volatile and uncertain environment, the Company demonstrated the resilience of its business model. The Company delivers robust profits in the financial year 2017-18. The highlights of the Company's performance are as mentioned above.

DIVIDEND

In view of the requirement of funds for expansion of the business, The Directors have not recommended any dividend for the financial year 2017-18.

CHANGE IN THE BOARD OF DIRECTORS AND KMP

During the year under Review, Mr. Kishori Prasad Gupta was appointed as an Additional Director w.e.f 22nd March, 2018 and Ms. Usami Devi was appointed as an Additional Director (Independent category) w.e.f. 22nd March, 2018.

During the year under Review Ms. Geeta and Umesh Vandil has been resigned from Directorship with effect from 22.03.2018.

Further Mr. Chandan Kumar Bansraj Gautam resigned from the directorship of the Company w.e.f. 14th April, 2018.

STATE OF COMPANY AFFAIRS

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The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

MAINTENANCE OF COST RECORD:

Maintenance of Cost record as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable on the Company.

STATUTORY AUDITOR AND HIS REPORT

At the Annual General Meeting held on **August 24, 2016**, **M/s. Gyanesh Gupta & Co.**, Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five years. In terms of the first proviso to section 139 of the Companies Act, 2013, the appointment of the Auditors is to be placed for ratification at the Annual General Meeting. Accordingly the appointment of **M/s. Gyanesh Gupta & Co.**, Chartered Accountants, as Statutory Auditors of the Company is placed for ratification by the Shareholders. In this regard the Company has received a Certificate from the Auditors to the effect that if they are appointed it would be in accordance with the provision of section 141 of the Companies Act, 2013. The Report given by the Statutory Auditors for the Financial Statements for the year ended March 31, 2017 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

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

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act, every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, your Company has constituted Internal Committees (IC). While maintaining the highest governance norms, to build awareness in this area, the Company has been conducting induction / refresher programmes in the organization on a continuous basis.

During the period under review, there was no women employee employed in the company. So there was no complaint on sexual harassment during the year under review.

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE

Since the Company has no subsidiaries as on 31st March, 2018, provision of section 129 of the Companies Act, 2013 is not applicable.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary. Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial year of the Company to which the Financial Statement relate and the date of this report.

DIRECTORS RESPONSIBILITY STATEMENT

As required by Section 134 (3) (c) of the Companies Act, 2013, your Board of Directors hereby state:

- a. in the preparation of the annual accounts for the financial year ended on 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;

- e. the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 11th November, 2017 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2017-18 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

CAPITAL STRUCTURE

During the under Review, there is no change in the capital structure of the company

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POSTAL BALLOT

During the year under review, Postal Ballot has been conducted to obtain the approval of Shareholders for Voluntary Exit of Securities (Equity shares) from the Institutional Trading Platform of BSE Limited. Resolution

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has been passed by the Shareholders Requisite majority and Results of Postal Ballot Declared by the Company on April 27, 2017 and same has been intimated to Stock Exchange.

During the year under review, another Postal Ballot has been conducted to obtain the approval of Shareholders for Alteration of object clause of Memorandum of Association of Company. Resolution has been passed by the Shareholders Requisite majority and Results of Postal Ballot Declared by the Company on September 11, 2017 and same has been intimated to Stock Exchange.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a) Board Meetings

During the year, 06 (Six) Board Meetings were convened and held on 29.05.2017, 01.08.2017, 30.08.2017, 11.11.2017, 14.02.2018 and 22.03.2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

b) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated.

c) Audit Committee

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

COMPOSITION AND ATTENDANCE OF THE AUDIT COMMITTEE:

During the year ended on 31st March, 2018, the composition & attendance of Audit Committee has been as under:

Name of Director	Designation	Category	No. of Meeting Attended
Mr. Chandan Kumar Bansraj Gautam	Chairman	Non Executive and Independent Director	4
*Ms. Geeta Devi	Member	Non Executive and Independent Director	3
Mr. Umesh Vaindil	Member	Non Executive and Non-Independent Director	3
* Ms. Usami Devi	Member	Non Executive and Independent Director	1

• During the year under Review Ms. Geeta has Resigned from the Directorship and Ms. Usami Devi has been appointed with effect from 22.03.2018.

During the financial year 2017-18, Four (4) meeting of Audit Committee were held on 29.05.2017, 01.08.2017, 11.11.2017 and 14.02.2018.

(d) Stakeholders Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the "Stakeholders' Relationship

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Committee”.

COMPOSITION AND ATTENDANCE AT MEETINGS:

*Ms. Geeta Devi
Mr. Umesh Vaidil
Mr. Chandan Kumar Bansraj Gautam
*Ms. Usami Devi

During the year ended on 31st March, 2018, the composition of Stakeholders Relationship Committee has been as under:

The attendance record of the members at the meeting was as follows:

Name of Director	Designation	Category	No. Of Meeting Attended
Mr. Chandan Kumar Bansraj Gautam	Chairman	Non Executive and Independent Director	4
*Ms. Geeta Devi	Member	Non Executive and Independent Director	3
Mr. Umesh Vaidil	Member	Non Executive and Non-Independent Director	3
*Ms. Usami Devi	Member	Non Executive and Independent Director	1

• During the year under Review Ms. Geeta has Resigned from the Directorship and Ms. Usami Devi has been appointed with effect from 22.03.2018.

During the financial year 2017-18, Four (4) meeting of Stakeholders Relationship Committee were held on 29.05.2017, 01.08.2017, 11.11.2017 and 14.02.2018.

(e) Nomination & Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has constituted the Nomination and Remuneration Committee.

COMPOSITION AND ATTENDANCE AT MEETINGS:

1. Mr. Umesh Vaidil
2. Ms. Geeta Devi
3. Mr. Sanjay Kumar Singh
4. Ms. Usami Devi

During the year ended on 31st March, 2018, the composition of Nomination and Remuneration Committee has been as under:

Name of Director	Designation	Category	No. Of Meeting Attended
Mr. Chandan Kumar Bansraj Gautam	Chairman	Non Executive and Independent Director	4
Ms. Geeta Devi	Member	Non Executive and Independent Director	3
Mr. Umesh Vaidil	Member	Non Executive and Non-Independent Director	3
Ms. Usami Devi	Member	Non Executive and Independent Director	1

• During the year under Review Ms. Geeta has Resigned from the Directorship and Ms. Usami Devi has been appointed with effect from 22.03.2018.

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During the financial year 2017-18, Four (4) meeting of Nomination and Remuneration Committee were held on 29.05.2017, 01.08.2017, 11.11.2017 and 14.02.2018.

f) Risk Management

The Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board has formulated Risk management policy to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's business and document their process of risk identification, risk minimization, risk optimization as a part of a risk management policy/ strategy.

The common risks inter alia are: Regulations, Credit Risk, Foreign Exchange and Interest Risk, Competition, Business Risk, Technology Obsolescence, Investments, Retention of Talent and Expansion of Facilities etc. Business risk, inter-alia, further includes financial risk, political risk, legal risk, etc. The Board reviews the risk trend, exposure and potential impact analysis and prepares risk mitigation plans, if necessary.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee of Directors
- Stakeholder Relationship Committee
- Nomination & Remuneration Committee

CORPORATE GOVERNANCE REPORT

As per Chapter IV Regulation 15 of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, A Company Listed under chapter XB(Companies listed on SME ITP exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of Corporate Governance Report in its Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Chapter IV Regulation 15 of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, A Company Listed under chapter XB(Companies listed on SME ITP exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of Management Discussion And Analysis Report in its Annual Report.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2017-18 (Rs. In Lakhs)	% increase in Remuneration in FY 2017-18 **	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
	Mr. Sanjay Kumar Singh,	2,40,000	N.A.	N.A.	N.A.

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	Whole Time Director				
--	---------------------	--	--	--	--

The number of permanent employees as on 31st March 2018 was **4**.

Average of remuneration of employees excluding KMPs – Nil

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 -NOT APPLICABLE

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance Officer in advance.

PERSONNEL

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the provision of Section 177 (9) of the Companies Act, 2013, the Company is required to establish an effective Vigil Mechanism for Directors and Employees to report genuine concerns. In line with this the Company has framed a Vigil Mechanism Policy through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal.

The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a. No. of Complaints received: 0
- b. No. of Complaints disposed off: 0

RELATED PARTY TRANSACTIONS

During the year under review, There is no Related party Transactions.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any loans and guarantees. Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2018 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as Annexure -I.

SECRETARIAL AUDIT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Mr. Jatin Chopra**, Proprietor of **M/s. Jatin Chopra & Associates**, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure -II.

i) With reference to the qualifications, we wish to explain that the Company is searching the best person for the post of Chief Financial Officer as we will find the suitable person; we will appoint the same as Chief Financial Officer.

ii) With reference to MGT-10, The Company will comply the same in future.

With Reference to the Qualifications and observations given by the Secretarial Auditor company, Company is under process to remove all the Qualifications and observations in future.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No Significant and Material orders has been passed by Securities Exchange Board of India, Stock Exchanges, Tribunal or Courts in the year under Report.

HUMAN RESOURCES INDUSTRIAL RELATIONS

The takes pride in the commitment, competence and dedication shown by its employees in all areas of Business. The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the Organization's growth and its sustainability in the long run.

CAUTIONARY STATEMENT

Statements in this Directors Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities law and regulations. Actual results could defer materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes,

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Economic developments within India and the countries in which the Company conducts Business and other ancillary factors.

ACNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the cooperative banks, Government Authorities, customers, vendors and, members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executive's, Staff.

Dated: 03.08.2018

Place: New Delhi

Sd/-
Usami Devi
Director
DIN No: 07773336

For and on behalf of board of
Jigyasa Infrastructure Limited
Sd/-
Sanjay Kumar Singh
Director
DIN No: 06793460



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Annexure - I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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

REGISTRATION & OTHER DETAILS:

1.	CIN	U45200DL2008PLC177821
2.	Registration Date	09/05/2008
3.	Name of the Company	JIGYASA INFRASTRUCTURE LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	95B, Pocket – A, Mayur Vihar Phase II, Delhi- 110091
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES PVT LIMITED Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi 110062 Tel Nos.: +91 11 29961281/82 Fax No.: +91 11 29961284 Email: beetalrta@gmail.com Website: www.beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Our Company Deals in providing civil construction, land & site development services and trading of construction materials.	612	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87)(ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87)(ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

[illegible]

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g) FIIs	-	-	-	-	-	-	-	-	-
h) Alternate Investment Funds/Venture Capital Funds	-		-	-	-	-	-	-	-
i) Others (specify) Merchant Banker	-	-	-	-	-	-	-	-	
Sub-total (B)(1):-	-		-	-	-	-	-	-	
2. Non-Institutions					-	-	-	-	
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	-	-	-	-	1230840	-	1230840	9.82	9.82
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5089785	-	5089785	40.60	3890945	-	3890945	31.04	(9.56)
b) Others (specify)	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	593275	-	593275	4.73	4.73
Bodies Corporate	4236715	-	4236715	33.80	3608780	-	3608780	28.79	(5.01)
Clearing Members	-	-	-	-	2660	-	2660	0.02	0.02
Venture Capital fund	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	9326500	-	9326500	74.39	9326500	-	9326500	74.39	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9326500	-	9326500	74.39	9326500	-	9326500	74.39	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12536500	-	12536500	100	12536500	-	12536500	100	Nil

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ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Umesh Vaindil	2,00,000	1.60	-	2,00,000	1.60	-	NIL
2	Antheia Trade Services Pvt Ltd	3010000	24.01	-	3010000	24.01	-	NIL

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1	Umesh Vaindil	2,00,000	1.62	2,00,000	1.60
2	Antheia Trade Services Pvt Ltd	3010000	24.40	3010000	24.01
	At the end of the year				
1	Umesh Vaindil	2,00,000	1.62	2,00,000	1.60
2	Antheia Trade Services Pvt Ltd	3010000	24.40	3010000	24.01

*There is no Change in Promoter's Shareholding during the Financial Year 2017-18.

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	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	UNICON CAPITAL SERVICES PRIVATE LIMITED				
	At the beginning of the year	500000	3.99	500000	3.99

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	At the end of the year	500000	3.99	500000	3.99
2.	VKJ INFRADEVELOPERS LIMITED				
	At the beginning of the year	340000	2.71	340000	2.71
	At the end of the year	340000	2.71	340000	2.71
3.	SARAS DEVELOPERS PRIVATE LIMITED				
	At the beginning of the year	320800	2.56	320800	2.56
	At the end of the year	320800	2.56	320800	2.56
4.	DARSWANA VINIMAY PRIVATE LIMITED				
	At the beginning of the year	211742	1.69	211742	1.69
	At the end of the year	211742	1.69	211742	1.69
5.	GOLDENSIGHT VINIMAY PRIVATE LIMITED				
	At the beginning of the year	207775	1.65	207775	1.65
	At the end of the year	207775	1.65	207775	1.65
6.	NEXT ORBIT VENTURES FUND				
	At the beginning of the year	200000	1.59	200000	1.59
	At the end of the year	200000	1.59	200000	1.59
7.	INDRAWATI COMMOALES PRIVATE LIMITED				
	At the beginning of the year	180180	1.44	180180	1.44
	At the end of the year	180180	1.44	180180	1.44
8.	VINAHAST DEALCOM PRIVATE LIMITED				
	At the beginning of the year	129180	1.03	129180	1.03
	At the end of the year	129180	1.03	129180	1.03
9.	ARTVIEW VINTRADE PRIVATE LIMITED				
	At the beginning of the year	114675	0.91	0.91	0.91
	At the end of the year	114675	0.91	114675	0.91
10.	REMAC FABRICS PVT. LTD.				
	At the beginning of the year	112750	0.90	112750	0.90
	At the end of the year	112750	0.90	112750	0.90

Note: The change in the shareholding in the above shareholders was due to buying/selling of shares by the shareholders on various dates. The Company has not allotted any shares, issued bonus/sweat equity during the year.

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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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	UMESH VAINDIL (Director)				
	At the beginning of the year	2,00,000	1.60	2,00,000	1.60
	At the end of the year	2,00,000	1.60	2,00,000	1.60

* During the year under Review 2017-18, Mr. Umesh Vandil has Resigned from the Directorship with effect FROM 22.03.2018.

V) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	1,500,475.00	-	1,500,475.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,500,475.00	-	1,500,475.00
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	4592100	-	4592100
* Reduction	-	-	-	-
Net Change	-	4592100	-	4592100
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	6,092,575.00	-	6,092,575.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	6,092,575.00	-	6,092,575.00

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- N.A.

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		<i>Managing Director</i>	Mr. Sanjay Kumar Singh, Whole-time Director	Manager	
					NIL
1	Gross salary	NA	2,40,000	NA	2,40,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NIL	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NIL	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NA	NIL	NA	NIL
2	Stock Option	NA	Nil	NA	NIL
3	Sweat Equity	NA	Nil	NA	NIL
4	Commission - as % of profit - others, specify...	NA	Nil	NA	NIL
5	Others, please specify	NA	Nil	NA	NIL
	Total (A)	NA	2,40,000	NA	2,40,000
	Ceiling as per the Act	NA	Nil	NA	NIL

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		GEETA (23.06.2014- 22.03.2018)	CHANDAN KUMAR BANSRAJ GAUTAM (05.10.2015- 31.03.2018)	Usami Devi (22.03.2018- 31.03.2018)	
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil

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2	Other Non-Executive Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

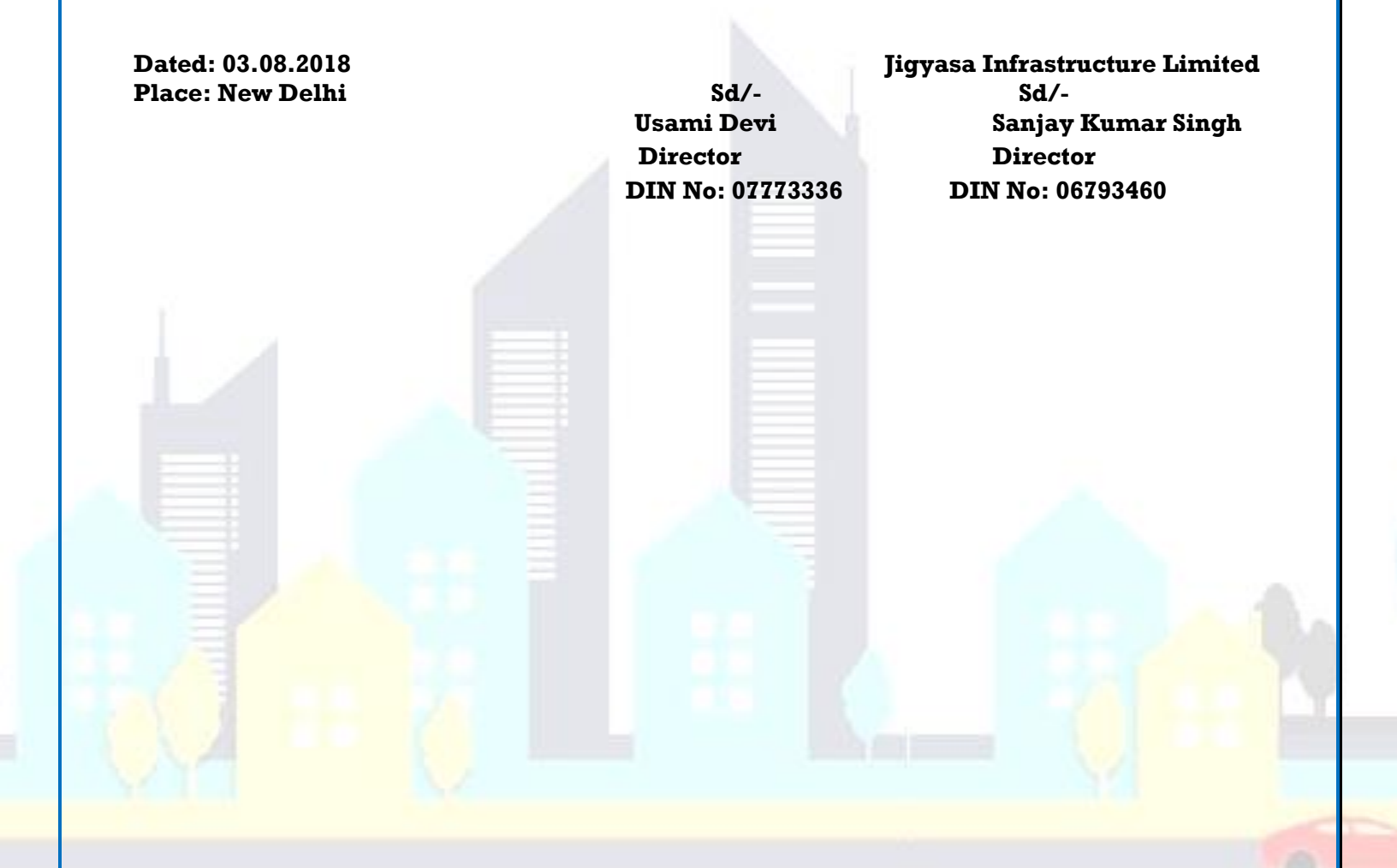
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Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL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

Dated: 03.08.2018
Place: New Delhi

Sd/-
Usami Devi
Director
DIN No: 07773336

Jigyasa Infrastructure Limited
Sd/-
Sanjay Kumar Singh
Director
DIN No: 06793460



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

To,

The Members,

JIGYASA INFRASTRUCTURE LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JIGYASA INFRASTRUCTURE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion the company has, during the audit period covering the financial year ended on **31st March, 2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **JIGYASA INFRASTRUCTURE LIMITED** ("the Company") for the financial year ended on 31st March, 2018, according to the provisions of:

(i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable as the Company has not issued and listed any debt securities during the financial year);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable as there was no reportable event during the period under review**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,1998(**Not Applicable as there was no reportable event during the period under review**);
- (ii) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that company has complied with all the provisions of said Acts.

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

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreements entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Whereas in terms of the provisions of Section 203 of the Companies Act, 2013, the Company was required to have certain Key Managerial Personnel (KMP). The Company has not appointed a Company Secretary in terms of the provisions of Section 204 of the Companies Act, 2013;
2. During the year under Review Company has not appointed any Chief Financial Officer as per Section 203 of Companies Act, 2013.
3. The Company has not filed e form MGT-10 under section 93 of Companies Act, 2013 read with Rule 13 of the Companies (Management and Administration) Rules, 2014, with Registrar of Companies, in respect of change of Shareholding of top ten shareholders during the period under audit.

We further report that,

In terms of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company was required to have optimum combination of Executive Directors, Non-Executive Directors, the Company could not comply with the same. 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 note on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period there were no following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: New Delhi

Date: 03.08.20188

For Jatin Chopra & Associates

Company Secretaries

FRN: S2017DE492700

Sd/-

CS Jatin Chopra

ACS No. 49958

CP No.: 18392

Note: This report is to be read with our letter of even date, which is annexed as Annexure-A, and forms as integral part of this report.

Annexure A to the Secretarial Audit Report for the Financial Year ending 31st March, 2018.

To

The Members

JIGYASA INFRASTRUCTURE LIMITED

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

Place: New Delhi

Date: 03.08.2018

For Jatin Chopra & Associates
Company Secretaries
FRN: S2017DE492700

Sd/-
CS Jatin Chopra
ACS No. 49958
CP No.: 18392



M/S GYANESH GUPTA & Co.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS

M/S JIGYASA INFRASTRUCTURE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of JIGYASA INFRASTRUCTURE LIMITED (CIN: U45200DL2008PLC177821) ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

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

e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

For Gyanesh Gupta & Co
Chartered Accountants

Sd/-
CA. Gyanesh Gupta
(Prop.)
Membership No.: 0509350
FRN: 024354N

Date: 26.05.2018
Place: New Delhi



JIGYASA INFRASTRUCTURE LIMITED

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) No immovable properties held by the company.
- 2) No closing stock held by the company at the end of year 31.03.2018.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 is not applicable to the company In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) No transactions with the related parties are taken place and compliance with section 177 and 188 of Companies Act, 2013 are not applicable.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or

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partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Gyanesh Gupta & Co
Chartered Accountants

Sd/-
CA. Gyanesh Gupta
(Prop.)
Membership No.: 0509350
FRN: 024354N

Date: 26.05.2018
Place: New Delhi



JIGYASA INFRASTRUCTURE LIMITED

"Annexure B" to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **JIGYASA INFRASTRUCTURE LIMITED** ("the Company") as of March 31st, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gyanesh Gupta & Co
Chartered Accountants

Sd/-
CA. Gyanesh Gupta
(Prop.)
Membership No.: 0509350
FRN: 024354N

Date: 26.05.2018
Place: New Delhi

[JIGYASA INFRASTRUCTURE LIMITED]
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JIGYASA INFRASTRUCTURE LIMITED

CIN: U45200DL2008PLC177821

Reg. Office: 95B, Pocket - A Mayur Vihar Phase II East Delhi DELHI 110091

Balance Sheet as at 31st, March 2018

(Amount in Rs.)

Particulars	Note No	As at 31.03.2018	As at 31.03.2017
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	125,365,000.00	125,365,000.00
(b) Reserves and Surplus	2	6,233,156.92	6,088,535.87
(c) Money received against share warrants		-	-
<u>(2) Share application money pending allotment</u>			
(a) Share Application Maoney		-	-
<u>(3) Non-Current Liabilities</u>			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	-	-
(c) Other Long term liabilities	5	37,257,750.00	19,872,500.00
(d) Long term provisions	6	-	-
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	7	6,092,575.00	1,500,475.00
(b) Trade payables	8	20,840,767.00	18,745,037.00
(c) Other current liabilities	9	1,407,950.00	935,027.00
(d) Short-term provisions	10	37,706.00	202,663.00
Total		197,234,904.92	172,709,237.87
II.Assets			
<u>(1) Non-current assets</u>			
<u>(a) Fixed assets</u>	11		
(i) Tangible assets		214,059.60	296,148.52
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	34,158,400.00	17,958,400.00
(c) Deferred tax assets (net)	13	99,767.83	101,244.83
(d) Long term loans and advances	14	19,606,830.00	29,250,000.00
(e) Other non-current assets	15	-	245,777.00
<u>(2) Current assets</u>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	14,797,049.00	14,292,729.00

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(d) Cash and cash equivalents	19	989,521.17	274,065.52
(e) Short-term loans and advances	20	126,666,216.32	109,747,273.00
(f) Other current assets	21	703,061.00	543,600.00
Total		197,234,904.92	172,709,237.87

NOTES TO ACCOUNTS

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

As per our report of even date attached.

Gyanesh Gupta & Co.
Chartered Accountants

FOR JIGYASA INFRASTRUCTURE LIMITED

Sd/-

CA. Gyanesh Gupta
(Prop.)
M.No. 0509350
FRN: 024354N
Place : New Delhi
Date : 26.05.2018

Sd/-

USAMI DEVI
(Director)
DIN: 07773336

Sd/-

SANJAY KUMAR
SINGH
(Director)
DIN: 06793460



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JIGYASA INFRASTRUCTURE LIMITED

CIN: U45200DL2008PLC177821

Reg. Office: 95B, Pocket - A Mayur Vihar Phase II East Delhi DELHI 110091

Profit and Loss Account for the year ended 31st, March 2018

(Amount in Rs.)

Particulars	Note No	As at 31.03.2018	As at 31.03.2017
I. Revenue from operations		2,421,511.00	17,374,200.00
II. Other Income	22	2,617,803.40	2,914,943.00
III. Total Revenue (I +II)		5,039,314.40	20,289,143.00
IV. Expenses:			
Cost of materials consumed	23	-	-
Purchase of Stock-in-Trade		2,095,730.00	16,019,725.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	-	-
Employee benefit expense	25	1,257,320.00	1,370,900.00
Financial costs	26	1,103.00	4,149.39
Depreciation and Amortization Expense	27	82,088.93	142,958.01
Other expenses	28	1,451,864.43	2,222,793.00
Total Expenses		4,888,106.36	19,760,525.40
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	151,208.04	528,617.60
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		151,208.04	528,617.60
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		151,208.04	528,617.60
X. Tax expense:			
(1) Current tax		37,706.00	202,662.00
(2) Deferred tax Liabilities / (Assets)		1,477.00	(12,589.00)
(3) Income tax Adjustment		(32,596.00)	-
(4) Deferred tax Adjustment		-	-
XI. Profit(Loss) from the operations.	(IX-X)	144,621.04	338,544.60
DISCONTINUING OPERATION			
XII. Profit/(Loss) from discontinuing operations (before tax)		-	-

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XIII. Tax expense of discounting operations	-	-
XIV. Profit/ (Loss) balance transferred to Balance Sheet. (XII - XIII)	-	-
XV. Profit/(Loss) for the period (XI + XIV)	144,621.04	338,544.60
XVI. Earning per equity share:		
(1) Basic	0.01	0.03
(2) Diluted	0.01	0.03

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

As per our report of even date attached.

Gyanesh Gupta & Co.
Chartered Accountants

Sd/-
CA. Gyanesh Gupta
(Prop.)
M.No. 0509350
FRN: 024354N
Place : New Delhi
Date : 26.05.2018

FOR JIGYASA INFRASTRUCTURE LIMITED

Sd/-
USAMI DEVI
(Director)
DIN: 07773336

Sd/-
SANJAY KUMAR SINGH
(Director)
DIN: 06793460

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Note : 1 Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017
AUTHORIZED CAPITAL 1,25,50,000 Equity Shares of Rs. 10/- each.	125,500,000.00	125,500,000.00
ISSUED 1,25,36,500 Equity Shares of Rs. 10/- each.	125,365,000.00	125,365,000.00
SUBSCRIBED & PAID UP CAPITAL 1,25,36,500 Equity Shares of Rs. 10/- each.	125,365,000.00	125,365,000.00
Total	125,365,000.00	125,365,000.00

Note :1(A) Share Application Money Pending Allotment

Particulars	As at 31.03.2018	As at 31.03.2017
Share Application Money	-	-
Total	-	-

Note : 1(B) Reconciliation of Nos. of Shares

Particulars	As at 31.03.2018	As at 31.03.2017
Reconciliation of Nos. Of Shares Number of Equity Shares at the beginning Add:- Number of Shares Issued	12,536,500 -	12,536,500 -
Number of Equity Shares at the end	12,536,500	12,536,500

Note : 2 Reserve & Surplus

Particulars	As at 31.03.2018	As at 31.03.2017
Securities Premium reserve Add: Share Premium	3,450,000.00 =	3,450,000.00 =
Less: Bonus Share Issued	3,450,000.00 =	3,450,000.00 =
Surplus (Profit & Loss Account) Op. Balance of Profits & Loss A/C	2,638,535.87	2,299,991.26

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Current Year Profit & Loss A/C	144,621.04 2,783,156.92	338,544.60 2,638,535.87
Total	6,233,156.92	6,088,535.87

Note : 3 Long Term Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017
Bonds / Debentures	-	-
Term Loan		
- From Bank	-	-
- From Other Parties	-	-
Deferred Payment Liabilities	-	-
Deposit	-	-
Loans & Advances From Related Parties	-	-
Long Term Maturities of Finance lease obligation	-	-
Loans From Directors	-	-
Other Loans		
- Shree Ram Sales	-	-
Total	-	-

Note : 4 Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2018	As at 31.03.2017
Deferred Tax Liability	-	-
Total	-	-

Note : 5 Other Long Term Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017
Trade Creditors	-	-
Bansal Traders	-	-
Divya Enterprises	-	-
Paras Enterprises	-	-
Shagun Traders	-	-
TCL Management Services Pvt Ltd	1,000,000.00	1,000,000.00
Others	36,257,750.00	18,872,500.00
Total	37,257,750.00	19,872,500.00

Note : 6 Long Term Provisions

Particulars	As at 31.03.2018	As at 31.03.2017
Provision from Employment Benefit	-	-
Other	-	-

[JIGYASA INFRASTRUCTURE LIMITED]
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Total	-	-
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Note : 7 Short Term Borrowings

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Loan Repayable on Demand</u>		
- From Bank	-	-
- From Other Parties	-	-
Loans & Advances From Related Parties	-	-
Deposits	-	-
Others	6,092,575.00	1,500,475.00
Total	6,092,575.00	1,500,475.00

Note : 8 Trades Payable

Particulars	As at 31.03.2018	As at 31.03.2017
Trade Payables	20,840,767.00	18,745,037.00
Total	20,840,767.00	18,745,037.00

Note : 9 Other Current Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017
Audit Fees Payable	25,000.00	25,000.00
Salary Payable	424,078.00	103,678.00
Expenses Payable	620,796.00	287,156.00
Other Liabilities	338,076.00	479,193.00
TDS Payable	-	40,000.00
Total	1,407,950.00	935,027.00

Note : 10 Short Term Provisions

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Provision From Employees Benefit</u>		
<u>Others</u>		
Provision For Income Tax	37,706.00	202,663.00
Total	37,706.00	202,663.00

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Depreciation Chart as per companies Act' 2013 as on 31st March' 2018

Note : 11 Fixed Assets

		Gross Block				Depreciaton				Net Block	
Sr. No	Particulars	Value as on 01.04.2017	Addition during the year	Deduction during the year	Value as on 31.03.2018	Value as on 01.04.2017	Addition during the year	Deduction during the year	Value as on 31.03.2018	WDV as on 31.03.2018	WDV as on 31.03.2017
I	<u>Tangible Assets</u>										
1	Computer & Software	586,500.00	-	-	586,500.00	571,232.74	1,805.01	-	573,037.75	13,462.25	15,267.26
3	Furnitures & Fixtures	759,897.00	-	-	759,897.00	520,821.79	63,937.15	-	584,758.94	175,138.06	239,075.21
4	Office Equipment	526,167.00	-	-	526,167.00	484,360.94	16,346.77	-	500,707.71	25,459.29	41,806.06
	SUB TOTAL (A)	1,872,564.00	-	-	1,872,564.00	1,576,415.48	82,088.93	-	1,658,504.41	214,059.60	296,148.52
II	<u>Intangible Assets</u>										
-	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	1,872,564.00	-	-	1,872,564	1,576,415.48	82,088.93	-	1,658,504.41	214,059.60	296,148.52
	(Previous Year)	1,872,564.00	-	-	1,872,564	1,433,457.47	142,958.01	-	1,576,415.48	296,148.52	439,106.53

[JIGYASA INFRASTRUCTURE LIMITED]
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Note : 12 Non Current Investment

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Property	-	-
Investment in Equity Instrument	34,158,400.00	17,958,400.00
Investment in Mutual Fund	-	-
Investment in Partnership Firm	-	-
Total	34,158,400.00	17,958,400.00

Note : 13 Deferred Tax Assets (Net)

Particulars	As at 31.03.2018	As at 31.03.2017
Deferred Tax	99,767.83	101,244.83
Total	99,767.83	101,244.83

Note : 14 Long Term Loans and Advances

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Capital Assets</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
<u>Security Deposit</u>		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
<u>Loans & Advances to related parties</u>	-	-
<u>Other Loans & Advances</u>		
- Earthcon Constructions Private Limited	9,250,000.00	9,250,000.00
- Samyak Projects Limited	10,356,830.00	20,000,000.00
Total	19,606,830.00	29,250,000.00

Note : 15 Other Non Current Assets

[JIGYASA INFRASTRUCTURE LIMITED]
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Particulars	As at 31.03.2018	As at 31.03.2017
Long Term Trade Receivables		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
-		
Others		
Misc Expenditure	-	245,777.00
Total	-	245,777.00

Note :16 Current Investment

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity	-	-
Investment in Preference Shares	-	-
Investment in debentures & Bonds	-	-
Investment in Mutual Fund	-	-
Investment in Partnership Firm	-	-
Others	-	-
Total	-	-

Note : 17 Inventories

Particulars	As at 31.03.2018	As at 31.03.2017
Raw Material	-	-
Work-in-Progress	-	-
Finished Goods	-	-
Total	-	-

Note : 18 Trade Receivables

Particulars	As at 31.03.2018	As at 31.03.2017
Outstanding for more than six months		

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<u>a) Secured, Considered Good :</u>	-	-
<u>b) Unsecured, Considered Good :</u>	-	-
<u>c) Doubtful</u>	-	-
- <u>Others</u>		
<u>a) Secured, Considered Good :</u>	-	-
<u>b) Unsecured, Considered Good :</u>	14,797,049.00	14,292,729.00
- <u>c) Doubtful</u>	-	-
Total	14,797,049.00	14,292,729.00

Note : 19 Cash & Cash Equivalent

Particulars	As at 31.03.2018	As at 31.03.2017
<u>Cash-in-Hand</u>		
Cash Balance	267,071.00	94,297.00
Sub Total (A)	267,071.00	94,297.00
<u>Bank Balance</u>		
- <u>Bank Balance (With Schedule Bank)</u>		
Balance With Scheduled Banks	722,450.17	179,768.52
Cheque in Hand	-	-
Sub Total (B)	722,450.17	179,768.52
Total [A + B]	989,521.17	274,065.52

Note :20 Short Terms Loans and Advances

Particulars	As at 31.03.2018	As at 31.03.2017
Loans & Advances from related parties		
<u>a) Secured, Considered Good :</u>	-	-
<u>b) Unsecured, Considered Good :</u>	-	-
<u>c) Doubtful</u>	-	-
<u>Others</u>		
Other	126,666,216.32	109,747,273.00

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Total	126,666,216.32	109,747,273.00
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Note : 21 Other Current Assets

Particulars	As at 31.03.2018	As at 31.03.2017
Cenvat Credit	31,142.00	31,142.00
TDS (2011-12)	41,562.00	41,562.00
TDS	630,357.00	470,896.00
Total	703,061.00	543,600.00

Note : 22 Other Income

Particulars	As at 31.03.2018	As at 31.03.2017
Income Others	68,309.40	-
Interest Received	2,549,494.00	2,914,943.00
Total	2,617,803.40	2,914,943.00

Note : 23 Cost of Material Consumed

Particulars	As at 31.03.2018	As at 31.03.2017
Purchases	-	-
Total	-	-

Note : 24 Change in Inventories

Particulars	As at 31.03.2018	As at 31.03.2017
Closing Stock	-	-
Opening Stock	-	-
Total	-	-

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Note : 25 Employment Benefit Expenses

Particulars	As at 31.03.2018	As at 31.03.2017
Remuneration to Director	240,000.00	240,000.00
Salary	792,400.00	855,000.00
Staff Welfare	224,920.00	275,900.00
Total	1,257,320.00	1,370,900.00

Note :26 Financial Cost

Particulars	As at 31.03.2018	As at 31.03.2017
Bank Charges	1,103.00	4,149.39
Total	1,103.00	4,149.39

Note : 27 Depreciation & Amortised Cost

Particulars	As at 31.03.2018	As at 31.03.2017
Depreciation	82,088.93	142,958.01
Total	82,088.93	142,958.01

Note : 28 Other Expenses

Particulars	As at 31.03.2018	As at 31.03.2017
Administrative Expenses:		
Accounting Charges	150,000.00	150,000.00
Audit Fees	25,000.00	31,500.00
Freight Expenses	137,473.43	530,904.00
Labour Charges	-	-
Power & Fuel	28,910.00	27,850.00
Advertisements	18,661.00	1,260.00
Postage & Telegram	8,133.00	8,479.00
Conveyance Expenses	21,581.00	15,690.00
Gift Expenses	-	-
Custodian Fees	-	103,050.00
Listing Fees	287,500.00	549,770.00
NSDL	11,650.00	-
Other Expenses	77,101.00	144,868.00
Filing Fees	-	11,600.00
Review Fees	-	-

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Rent	144,000.00	144,000.00
Repair & Maintanance	58,870.00	28,450.00
News Paper & Periodicals	3,486.00	4,010.00
Travelling Expenses	86,982.00	119,175.00
Legal & Professional Exp.	89,391.00	41,328.00
Business Promotions Exp.	-	-
Printing & Stationary Expenses	20,089.00	31,035.00
Telephone Expenses	37,260.00	34,041.00
Web Charegs	-	-
Preliminary Expenses W/O	245,777.00	245,783.00
	-	-
Total	1,451,864.43	2,222,793.00

JIGYASA INFRASTRUCTURE LIMITED

CIN: U45200DL2008PLC177821

Reg. Office: 95B, Pocket - A Mayur Vihar Phase II East Delhi DELHI 110091

Note : 29 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

9 Use of estimates

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

10

Foreign Currency Transaction

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

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) Reconciliation of Nos. Of Shares

Number of Equity Shares at the beginning

Add:- Number of Shares Issued

Number of Equity Shares at the end

	2017-18	2016-17
Number of Equity Shares at the beginning	12,536,500	12,536,500
Add:- Number of Shares Issued	-	-
Number of Equity Shares at the end	12,536,500	12,536,500

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

Name	2017-18		
	Class of Share	No. of Share Holding	% of Holding
(i) Antheia Trade Services Pvt. Ltd.	Equity	3,010,000	24.01 %

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

- 5) Managerial Remuneration: 240,000.00

- 6) The company does not have inventory as on 31.03.2018.

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

- 8) Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

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

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

11) Value of Import on CIF Basis Nil

12) Earnings in Foreign Exchange (FOB Value) Nil

13) Expenditure in Foreign Currency Nil

14) All Balances are subject to confirmation

15) *Earning Per Share:*

Particulars	As at 31.03.2018
Net profit after tax available for Equity Shareholders (Rs.) (A)	144,621.04
Weighted Avg. Number Equity Shares outstanding (Nos.) (B)	12,536,500
Dilutive potential Equity Shares (Nos.)	-
Dilutive shares outstanding (Nos.) (C)	12,536,500
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.01
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.01

- 16) Company has followed ICDS which has notified by the CBDT Notification No. 87/2016 dt. 29 Sept. 2016.

As per our report of even date attached.

Gyanesh Gupta & Co.

Sd/-
CA. Gyanesh Gupta
(Prop.)
M.No. 0509350
FRN: 024354N

Place : New Delhi
Date : 26.05.2018

For JIGYASA INFRASTRUCTURE LIMITED

Sd/-	Sd/-
USAMI DEVI	SANJAY KUMAR
(Director)	SINGH
DIN: 07773336	(Director)
	DIN: 06793460

JIGYASA INFRASTRUCTURE LIMITED

CIN No.U45200DL2008PLC177821**Registered office:** 95B, Pocket A, Mayur Vihar, Phase II, Delhi-110091**Website:** www.jigyasainfra.com; **Email Id:** jigyasainfra@yahoo.com; **Tel no. :** +91 11 68888159**Form No. MGT-11****Proxy form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
Name :		E-mail Id:
Address:		
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 10th Annual General Meeting of the company, to be held on **Monday, 3rd September, 2018 at 09:30 A.M.** at **95B, Pocket- A, Mayur Vihar, Phase II, Delhi-110091** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2018		
2.	To ratify the appoint of M/s. Gyanesh Gupta & Co, Chartered Accountant as statutory auditor of the Company and to fix their remuneration.		
3.	To appoint Ms. Usami Devi as an Independent Director for the period of 5 Years w.e.f. 22 nd March, 2018.		
4.	To appoint Mr. Kishori Prasad Gupta as a Director of the Company w.e.f. 22 nd March, 2018.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue
Stamps

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of the

across Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company.

JIGYASA INFRASTRUCTURE LIMITED

CIN No.U45200DL2008PLC177821

Registered office: 95B, Pocket A, Mayur Vihar, Phase II, Delhi-110091

Website: www.jigyasainfra.com; Email Id: jigyasainfra@yahoo.com; Tel no. : +91 11 68888159

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

10th Annual General Meeting on Monday, 3rd September, 2018 at 09:30 A.M. at 95B, Pocket- A, Mayur Vihar, Phase II, Delhi-110091

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 10th Annual General Meeting Monday, 3rd September, 2018 at 09:30 A.M. at 95B, Pocket- A, Mayur Vihar, Phase II, Delhi-110091.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP FOR ANNUAL GENERAL MEETING

