



LEGACY MERCANTILE LIMITED

Regd. Office: 462, Block -A, Kondli Gharoli, Mayur Vihar, Phase -III, Opposite Chauhan Ki Haweli, Delhi-110091

Website: www.legacymercantile.com Email Address: legacymercantile@yahoo.com

CIN NO: U52100DL2011PLC220026, Contact Number: 011-68888157

Date: 20.09.2018

**To,
BSE LIMITED
CORPORATE RELATION DEPARTMENT
P.J. TOWERS, DALAL STREET
MUMBAI-400001**

SCRIP ID: LEGACY; SCRIP CODE: 780021

Dear Sir/Madam,

Please find attached Annual Report of **LEGACY MERCANTILE LIMITED** as pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2017-18.

Kindly acknowledge the same and update the same in your records .

For **LEGACY MERCANTILE LIMITED**

**SAURAV RASTOGI
DIN: 05217855
DIRECTOR**

7TH ANNUAL REPORT

ANNUAL REPORT FOR THE
FINANCIAL YEAR {2017-2018}
LEGACY MERCANTILE LIMITED



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Corporate Information

BOARD OF DIRECTORS

NAME AND DESIGNATION	DESIGNATION
REENA DEVI MANDAL	Whole-Time Director
SHIKHA GARG	Non-Executive & Independent Director
SAURAV RASTOGI	Non- Executive & Non-Independent Director
ANIL KUMAR	Non-Executive & Independent Director

REGISTERED OFFICE OF OUR COMPANY

LEGACY MERCANTILE LIMITED
 462, Block-A, Kondli,
 Mayur Vihar, Phase -III,
 Opposite Chauhan Ki Haweli, Delhi-110091
 Tel: 011-68888157, Fax: 011-68888157
 Website: www.legacymercantile.com
 E-mail: legacymercantile@yahoo.com

COMPANY IDENTIFICATION NUMBER: L52100DL2011PLC220026

COMPLIANCE OFFICER

Mr. Saurav Rastogi
 462, Block-A, Kondli,
 Mayur Vihar, Phase -III,
 Opposite Chauhan Ki Haweli, Delhi-110091
 Tel: 011-68888157, Fax: 011-68888157
 Website: www.legacymercantile.com, E-mail: legacymercantile@yahoo.com

REGISTRAR TO THE COMPANY

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
 D-153 A, 1st Floor, Okhla Industrial Area,
 Phase - I, New Delhi - 110 020
 Tel: +91 11 26812682-83; Fax: +91 11 26812684
 Website: www.skylinerta.com;
 E-mail: admin@skylinerta.com

BANKERS TO OUR COMPANY

Punjab National Bank

STATUTORY AUDITORS OF OUR COMPANY

Gyanesh Gupta & Co.
 First floor, Saraswati vihar,
 Shopping complex, Near M.G. road,
 Metro station, Gurgaon-122002.
 Email ID - fcgyaneshgupta@gmail.com
 Phone No. - 09818884921
 Membership No. - 0509350
 Firm Registration No. - 024354N

ANNUAL GENERAL MEETING

Date : 01st September, 2018
 Time : 09:15 A.M.
 Day : Saturday
 Venue : 462, Block-A, Kondli, Mayur Vihar Phase -III,
 Opposite Chauhan Ki Haweli, Delhi- 110091



LEGACY MERCANTILE

LIMITED

Regd. Office: 462, Block -A, Kondli Gharoli, Mayur Vihar, Phase -111, Opposite Chauhan Ki Haweli, Delhi-110091

Website: www.legacymercantile.com Email Address: legacymercantile@yahoo.com

CIN NO: L52100DL2011PLC220026, Contact Number: 011-68888157

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 07th Annual General Meeting of the members of **LEGACY MERCANTILE LIMITED** will be held on Saturday, 01st September, 2018 at 09:15 A.M at 462, Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki Haweli, Delhi - 110091.

ORDINARY BUSINESS

1. To receives, consider and adopt the audited Balance sheet of the Company as at March 31st 2018, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Mr. Saurav Rastogi**, who retires by rotation and being eligible offer himself for re - appointment.
3. Ratification of appointment of **M/s. Gyanesh Gupta & Co.**, Chartered Accountants, having (Firm registration no. 024354N) as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS:

4. To appoint **Ms. Reena Devi Mandal (DIN: 08092918)** as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Reena Devi Mandal (DIN: 08092918) who was co-opted as an Additional Director on the board of the company with effect from 20th 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 on the recommendation of Nomination and Remuneration Committee."

5. To appoint **Ms. Reena Devi Mandal (DIN: 08092918)** as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and 203 of the Companies Act, 2013 and other provision if applicable read with Schedule V of the Act, the appointment of Ms. Reena Devi Mandal as Whole time Director of the Company w.e.f 20.03.2018 for a period of five (05) Years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

a. Remuneration

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

b. Perquisites

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

c. Valuation of perquisites

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

d. Minimum remuneration

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

e. Other Terms

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

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

Date: 03.08.2018
Place: New Delhi

By Order of the Board
For LEGACY MERCANTILE LIMITED
Sd/-
SAURAV RASTOGI
DIRECTOR
DIN: 05217855

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. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Skyline Financial Services Private Limited; D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

5. Members holding shares in electronic form may update such details with their respective Depository Participants.

6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **29th August, 2018 to 31st August, 2018** (both days inclusive).

7. Members seeking any information regarding accounts should write to the Company atleast seven days before the date of the meeting so as to enable the management to keep the information ready.

8. 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.

9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

10. 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 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 **Legacy Mercantile Limited** is a BSE SME Listed company and E-voting is not applicable.

Date: 03.08.2018
Place: New Delhi

By Order of the Board
For LEGACY MERCANTILE LIMITED
Sd/-
SAURAV RASTOGI
DIRECTOR
DIN: 05217855

EXPLANATORY STATEMENT AS PER SEC 102 OF COMPANIES ACT 2013**ITEM NO. 4 & 5**

Ms. Reena Devi Mandal was appointed as Whole time Director with effect from 20th March, 2018, subject to the approval of Members at the ensuing Annual General Meeting, for a period of five(05) years.

She is responsible for overall planning & management of our Company. She assesses the principal risks of the Company and ensures that these risks are being monitored and managed. She has been on the Board of our Company since 20th March, 2018.

The Board recommends these resolutions for your approval.

Ms. Reena Devi Mandal is interested in these resolutions to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Date: 03.08.2018
Place: New Delhi

By Order of the Board
For LEGACY MERCANTILE LIMITED
Sd/-
SAURAV RASTOGI
DIRECTOR
DIN: 05217855

ANNEXURE TO NOTICE

Name	Saurav Rastogi
Age	39 years
Qualifications	M.Com
Experience	15 years
Terms and conditions of appointment including details of remuneration	His office is liable to retire by rotation and currently he is not getting any remuneration.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	22.02.2014
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	6
Other directorship, membership / chairmanship of committees of other board	Director in HIGH SPEED DISTANCE MOVERS PRIVATE LIMITED YOGESH MOVERS & PACKERS PRIVATE LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

ANNEXURE TO NOTICE

Name	Reena Devi Mandal
Age	25 years
Qualifications	Graduate
Experience	3 years
Terms and conditions of appointment including details of remuneration	She will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	20.03.2018
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	Director in CITURGIA BIOCHEMICALS LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA



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CIN NO: L52100DL2011PLC220026, Contact Number: 011-68888157

DIRECTOR'S REPORT

For the Financial Year ended on 31st March, 2018

To

**The Members,
LEGACY MERCANTILE LIMITED**

Your Directors have great pleasure in presenting the 7th Annual Report together with the Audited Balance Sheet as at 31st March, 2018 and Profit & Loss Account for the year ended on that date.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

The highlights of financial results of your Company are as follows:

<u>Particulars</u>	For the Financial year ended as on 31 st March, 2018	For the Financial year ended as on 31 st March, 2017
	Amount (in Rs.)	Amount (in Rs.)
Income	4,385,454	33,834,146.00
Less: Expenditure	3,991,298	33,411,588.00
Profit/(Loss) before taxation	394,156	422,558.00
Less: Income Tax	105,426	1,30,570.00
Net profit/ (Loss) after taxation	298,652	2,91,988.00

RESERVES AND SURPLUS

Net profit of Rs. 298,652/- after taxation is being transferred to the reserve and surplus.

DIVIDEND

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

STATE OF COMPANY AFFIARS

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 under Review, there is no Change in Nature of Business.

STATUTORY AUDITOR AND HIS REPORT

At the 4th Annual General Meeting held on September 30, 2015, **Gyanesh Gupta & Co., Chartered Accountants (FRN 024354N)**, were appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 8th Annual General Meeting of the company. 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, 2018 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.

INDUSTRIAL RELATIONS

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

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.

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.

CHANGE OF REGISTERED OFFICE

During the year, the company has not changed its registered Office.

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

The particulars as required under the provisions of Section 134(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.

CONSOLIDATED FINANCIAL STATEMENTS

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 DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 08th 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 familiarized 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 them 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.

CHANGES IN THE KEY MANAGERIAL PERSONNEL

During the Year under review, Ms. Reena Devi Mandal has been appointed as Whole Time Director of the Company with effect from 20.03.2018. A brief profile regarding her appointment has been provided as an annexure above.

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, and Listing Agreement.

POSTAL BALLOT

(I) Postal Ballot has been conducted to accord the consent of shareholders for Voluntary Exit of Equity Shares from the Institutional Trading Platform of BSE SME, Resolution for the same was as below:

“RESOLVED THAT in term of the Provisions of the Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, the Consent of members of the company be and is hereby accorded for Delisting of the Securities (equity shares) of the Company (Scrip Code 780021) from SME-Institutional Trading Platform of BSE Limited.

RESOLVED FURTHER THAT Board of Directors of the company is authorised to seek the approval of BSE Limited for Exit of the Securities of the Company from SME-Institutional Trading Platform of BSE Limited.

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby authorised to sign, execute and submit required documents with the BSE Limited in connection therewith and to do all acts and deeds as may become necessary and incidental to give effect to the above resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned authority(ies), Department(s) etc.”

Resolution has been passed by the shareholders with the requisite majority and Results for the same along with Scrutinizer Report has been sent to the Stock Exchange on April 28th, 2018 in compliance with SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

II) Another Postal Ballot conducted During the Financial Year 2017-18 for the following agendas:

- *Increasing the borrowing limits of the company in excess to prescribed limits .*
- *Giving of loans/ guarantees, providing of securities and making of investments in securities.*
- *Adoption of new set of articles of association.*
- *Alteration of object clause of memorandum of association of the company.*

The above mentioned Resolutions were passed by the shareholders with the Requisite majority on September 5th, 2018 and all the Compliances Related To ROC and Stock Exchange has been done by the company as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a) Board Meetings

During the year, 6 (Six) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 on the Following Dates:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	30.05.2017	3	3
2.	31.07.2017	3	3
3.	31.08.2017	3	3
4.	08.11.2017	3	3
5.	22.01.2018	3	3
6.	20.03.2018	4	4

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.

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
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

a) 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. The Company Secretary of the Company acts as Secretary of the Committee. During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

COMPOSITION AND ATTENDANCE AT MEETINGS:

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

Name of Director	Designation	Category	No. of Meeting Attended
Mr. Anil Kumar	Chairman	Non Executive and Independent Director	4
Ms. Shikha Garg	Member	Non Executive and Independent Director	4
Mr. Saurabh Rastogi	Member	Non Executive and Non-Independent Director	4

The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with Regulation 18 of **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** and Section 177 of the Companies Act, 2013 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, their placement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013;
 - (ii) Any changes in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure to any related party transactions;
 - (vii) Qualifications in the draft audit report.
- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the financial year 2017-18, Four (4) meeting of Audit Committee was held. on 30.05.2017, 31.08.2017, 08.11.2017, 22.01.2018.

b) **Nomination & Remuneration Committee & Its Policy**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

COMPOSITION AND ATTENDANCE AT MEETINGS:

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. Anil Kumar	Chairman	Non Executive and Independent Director	4
Mr. Saurabh Rastogi	Member	Non Executive and Non-Independent Director	4
Ms. Shikha Garg	Member	Non Executive and Independent Director	4

During the financial year 2017-18, Four (4) meeting of Committee was held on 30.05.2017, 31.08.2017, 08.11.2017, 22.01.2018.

TERMS OF REFERENCE

The terms of reference of Remuneration Committee includes the following:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management/Director in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders."

STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholder Relationship Committee to redress the complaints of the shareholders. The committee currently comprises of following Directors:

Name of Director	Designation	Category	No. of Meeting Attended
Ms. Shikha Garg	Chairman	Non Executive and Independent Director	4
Mr. Saurabh Rastogi	Member	Non Executive and Non-Independent Director	4
Mr. Anil Kumar	Member	Non Executive and Independent Director	4

During the financial year 2017-18, Four (4) meeting of Committee was held on 30.05.2017, 31.08.2017, 08.11.2017, 22.01.2018.

ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of our Board look into:

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

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

➤ **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.

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
1.	Mr. Sourav Rastogi (Director)	1,80,000	N.A.	N.A.	N.A.
2.	Ms. Reena Devi Mandal Whole Time Director	N.A.	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2018 was 3.

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 zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

Further the company has complied with the provisions of relating to constitution of Internal Complaints Committee under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

RELATED PARTY TRANSACTIONS

There are no related party transactions in the year under Report.

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-A**.

MAINTAINANCE OF COST RECORDS

During the year under review the company is not required to prepare or maintain the Cost records as per Section 148(1) of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year there is no any 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, 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.

Date: 03/08/2018

Place: New Delhi

**For and on behalf of the Board of Directors
Legacy Mercantile Limited**

**Sd/-
Saurav Rastogi
(Director)
DIN: 05217855**

**Sd/-
Anil Kumar
(Director)
DIN: 07215699**

g) FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) Merchant Banker	500000	-	500000	3.16	500000	-	500000	3.16	Nil
Sub-total (B)(1):-	500000	-	500000	3.16	500000	-	500000	3.16	Nil
2. Non- institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7322360	-	7322360	46.30	7322360	-	7322360	46.30	Nil
c) Others (specify)	4329390	-	4329390	27.38	4329390	-	4329390	27.38	Nil
Sub-total (B)(2):-	11651750	-	11651750	76.84	11651750	-	11651750	76.84	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12151750	-	12151750	76.84	12151750	-	12151750	76.84	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	15814750	-	15814750	100	15814750	-	15814750	100	Nil

ii) Shareholding of Promoters-

	Particulars	Shareholding at the beginning of the year			Share holding at the end of the year			SN
		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	Blooms Textent Private Limited	36,63,000	23.16	-	3663000	23.16	-	Nil

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

S N	Particulars	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	Blooms Textent Private Limited	3663000	23.16	3663000	23.16
	At the end of the year				
1	Blooms Textent Private Limited	3663000	23.16	3663000	23.16

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

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.	FIRST OVERSEAS CAPITAL LTD				
	At the beginning of the year	500000	3.16	500000	3.16
	At the end of the year	500000	3.16	500000	3.16
2.	VINAHAST DEALCOM PRIVATE LIMITED				
	At the beginning of the year	363910	1.32	363910	1.32
	At the end of the year	363910	1.32	363910	1.32
3.	DARSWANA VINIMAY PRIVATE LIMITED				

	At the beginning of the year	329305	2.08	329305	2.08
	At the end of the year	329305	2.08	329305	2.08
4.	CPR CAPITAL SERVICES LTD				
	At the beginning of the year	259200	1.64	259200	1.64
	At the end of the year	259200	1.64	259200	1.64
5.	INDRAWATI COMMO SALES PRIVATE LIMITED				
	At the beginning of the year	249620	1.58	249620	1.58
	At the end of the year	249620	1.58	249620	1.58
6.	GOLDENSIGHT VINIMAY PRIVATE LIMITED				
	At the beginning of the year	207900	1.31	207900	1.31
	At the end of the year	207900	1.31	207900	1.31
7.	PADMAWATI TRADEVIN PVT LTD				
	At the beginning of the year	187650	1.19	187650	1.19
	At the end of the year	187650	1.19	187650	1.19
8.	SANDARV VINTRADE PRIVATE LIMITED				
	At the beginning of the year	168510	1.07	168510	1.07
	At the end of the year	168510	1.07	168510	1.07
9.	SARIKA NARANG				
	At the beginning of the year	150000	0.95	150000	0.95
	At the end of the year	150000	0.95	150000	0.95
10.	SANDEEP NARANG				
	At the beginning of the year	150000	1.07	150000	1.07
	At the end of the year	150000	1.07	150000	1.07

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.	Reena Devi Mandal (Whole Time Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

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	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

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
		Managing Director	Ms. Reena Devi Mandal, Whole-time Director	Manager	
1	Gross salary	NA	NIL	NA	NIL
	(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	NIL	NA	NIL
	Ceiling as per the Act	NA	Nil	NA	NIL

B. Remuneration to other directors

SN.	Particulars of Remuneration	Total Amount		
1	Independent Directors	Shikha Garg	Anil Kumar	
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive Directors	Saurabh Rastogi		
	Remuneration	1,80,000	Nil	1,80,000
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil

Overall Ceiling as per the Act	1,80,000	Nil	1,80,000
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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	NA	Nil	NA	Nil
	(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
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

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,
LEGACY MERCANTILE LIMITED
462,Block-A, Kondli, Mayur Vihar Phase -III,
Opposite Chauhan Ki Haweli, Delhi 110091

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by M/s **LEGACY MERCANTILE LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s LEGACY MERCANTILE LIMITED** for the financial year ended on 31st March, 2018, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and Regulations and the Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) **(Not applicable to the Company during Audit period as the Company has not received any FDI, ECB and made any ODI.)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (e) 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);**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit period as the Company has not brought back/proposed to Buy back any Securities);**
- vi. As informed and certified by the Management of the Company, There are no other laws which are specifically applicable to the Company based on their sector/Industry.
- vii. I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis.
- viii. In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing obligations and Disclosures Requirement) Regulations, 2015;

During the period under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. *The Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.*
- ii. *The Company has not filed e form MGT 10 with Registrar of Companies, NCT of Delhi and Haryana in respect of change of Shareholding of top ten shareholders during the period under audit.*
- iii. *The Company has not updated its website in respect of registered office and its management pursuant to the Regulation of 46 under SEBI LODR Regulations 2015 till 31st March 2018.*
- iv. *There were few instances where Company has given late intimation(s) to the Stock Exchange.*

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

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

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

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

For **Renu Kathuria & Associates**
Companies Secretaries

Sd/-
Renu Kathuria
Prop.
ACS: 34023
COP: 16026

Place: New Delhi
Date: 03.08.2018

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

To,
The Members,
LEGACY MERCANTILE LIMITED
462,Block-A, Kondli, Mayur Vihar Phase -III,Opposite Chauhan Ki Haweli,
Delhi East Delhi DI 110091

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

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Renu Kathuria & Associates
Companies Secretaries
Sd/-
Renu Kathuria
Prop.
ACS: 34023
COP: 16026

Place: New Delhi
Date: 03.08.2018



GYANESH GUPTA & CO. CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

**TO,
THE MEMBERS
M/S LEGACY MERCANTILE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of LEGACY MERCANTILE LIMITED CIN: L52100DL2011PLC220026 ("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 stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 adequate 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. 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 of the state of affairs of the Company as at 31st March 2017, its profit/loss and its 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**".

Gyanesh Gupta & Co

Chartered Accountants

Sd/-

CA Gyanesh Gupta

Prop.

M No.: 509350

FRN: 024354N

Place: Gurgaon

Date: 26/05/2018

M/S LEGACY MERCANTILE 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.

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- 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 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.

Gyanesh Gupta & Co
Chartered Accountants

Sd/-

CA Gyanesh Gupta

Prop.

M No.: 509350

FRN: 024354N

Place: Gurgaon

Date: 26/05/2018

LEGACY MERCANTILE 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 **Legacy Mercantile Limited** (“the Company”) as of March 31, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

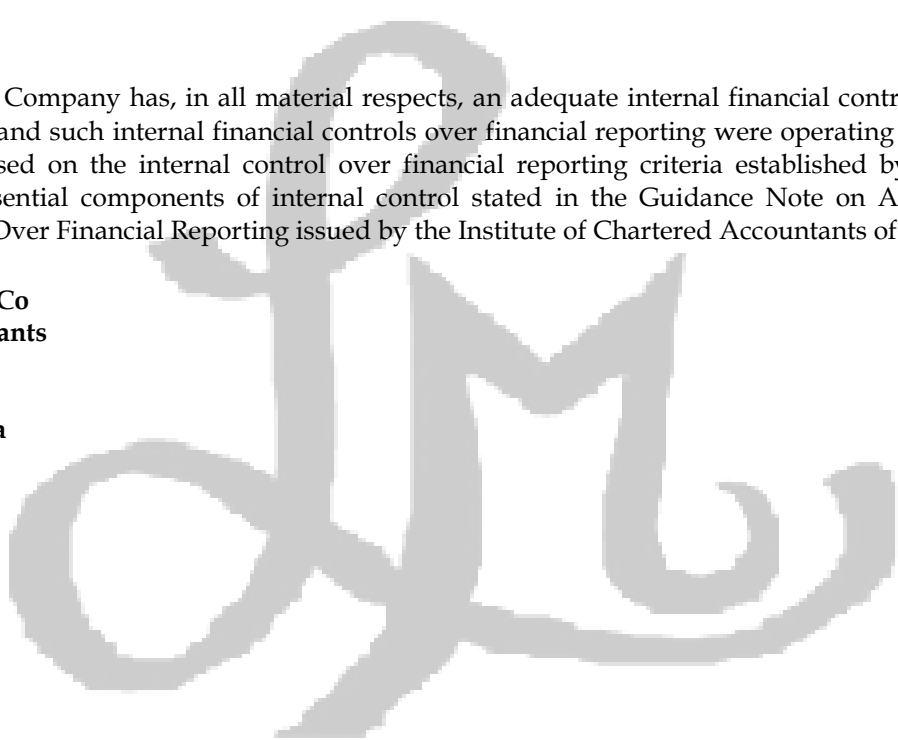
Opinion

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.

Gyanesh Gupta & Co
Chartered Accountants

Sd/-
CA Gyanesh Gupta
Prop.
M No.: 509350
FRN: 024354N

Place: Gurgaon
Date: 26/05/2018



LEGACY MERCANTILE LIMITED

Reg. Office: 462,Block-A, Kondli, Mayur Vihar Phase -III,Opposite Chauhan Ki
Haweli, Delhi-110091

CIN: L52100DL2011PLC220026

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			
(1) Shareholders' funds			
a. Share Capital	3.1	158,147,500	158,147,500
b. Reserves & Surplus	3.2	4,586,238	4,287,586
(2) Share Application Pending Allotment		-	-
(3) Non-Current Liabilities			
a. Deferred tax Liabilities (Net)		-	-
(4) Current Liabilities			
a. Short-Term Liabilities	3.3	47,801,976	5,394,366
b. Trade Payables	3.4	130,078,306	130,078,306
c. Other Current Liabilities	3.5	769,869	1,005,395
d. Short-Term Provisions	3.6	186,779	228,973
Total		341,570,668	299,142,126
II. ASSETS			
(1) Non- Current Assets			
(a) Fixed assets	3.7		
(i) Tangible Assets		212,467	314,989
(ii) Intangible Assets		-	-
(iii) Capital Work-In-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments	3.8	22,600,000	25,000,000
(c) Long Term Loan & Advances	3.9	23,980,648	28,966,648
(d) Deferred tax Asset (Net)		110,724	104,547
(e) Other Non-Current Assets	3.10	90,000	276,780
(2) Current Assets			

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a. Trade Receivables	3.11	90,693,354	118,079,434
b. Cash and Cash Equivalents	3.12	259,391	8,732,534
c. Short Term Loan & Advances	3.13	203,624,084	117,667,195
Total		341,570,668	299,142,126

See accompanying notes forming part of the financial statements

1 & 2

(0)

**In terms of our report attached
Gyanesh Gupta & Co.**

Chartered Accountants

**FOR LEGACY MERCANTILE
LIMITED**

Sd/-

CA. Gyanesh Gupta

(Prop.)

M.No. 0509350

FRN: 024354N

Sd/-

ANIL KUMAR

Director

DIN: 07215699

Sd/-

**SAURAV
RASTOGI**

Director

DIN: 05217855

Place : Delhi

Date : 26/05/2018

Annual Report 2017-18

**Reg. Office: 462,Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki
Haweli, Delhi-110091**

CIN: L52100DL2011PLC220026

Statement of Profit and Loss For The Period Ended 31st March, 2018

Amount in Rs.

Particulars	Note	As at 31.03.2018	As at 31.03.2017
I. Revenue from Operations	3.14	-	30,648,850
II. Other Income	3.15	4,385,454	3,185,296
III.Total Revenue (I+II)		4,385,454	33,834,146
IV. Expenses			
Cost of Material Consumed	3.16	27,855	29,441,600
Depreciation & Amortization Expenditure	3.17	102,522	162,400
Employee benefits expense	3.18	2,168,675	1,840,054
Other Expenses	3.19	1,692,247	1,967,534
V.Total Expenses		3,991,298	33,411,588
VI. Profit before tax		394,156	422,558
VII. Tax expense:			
(1) Current tax		106,642	148,836
(2) Deferred tax		(6,177)	(18,266)
(3) Income Tax Adjustment		4,961	
VIII. Profit(Loss) from the operations.		298,652	291,988
DISCONTINUING OPERATIONS			
IX. Profit / (Loss) from discontinuing operations (before tax)		-	-
X. Tax expense of discounting operations		-	-
XI. Profit/(Loss) balance transferred to Balance Sheet. (IX - XI)		-	-
XII. Profit/(Loss) for the period (VIII + XI))		298,652	291,988

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XIII. Earnings per equity share:			
(1) Basic		0.02	0.02
(2) Diluted		0.02	0.02

In terms of our report attached

Gyanesh Gupta & Co.
Chartered Accountants

Sd/-

CA. Gyanesh Gupta

(Prop.)

M.No. 0509350

FRN: 024354N

Place : Delhi

Date : 26/05/2018

FOR LEGACY MERCANTILE LIMITED

Sd/-

ANIL KUMAR

Director

DIN: 07215699

Sd/-

SAURAV

RASTOGI

Director

DIN: 05217855

Annual Report 2017-18

Reg. Office: 462,Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki Haweli, Delhi-110091

CIN: L52100DL2011PLC220026

Cash Flow Statement

For the Year Ending 31.03.2018	Amount in INR	Amount in INR
	As at 31st March 2018	As at 31st March 2017
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	394,156	422,558
2. <u>Adjustment for:</u>		
<u>Add:</u> Depreciation	102,522	162,400
<u>Add:</u> Amortisation Expenses	186,780	242,960
Operating Profit before Working capital changes	683,458	827,918
<u>3. Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	27,386,080	4,956,240
Decrease (Increase) in Other Current Assets	-	-
Decrease (Increase) in Preliminary Expenditure	-	-
Increase (Decrease) in Trade & Other Payables	-	18,711,100
Increase (Decrease) in Other Current Liabilities	(235,526)	(140,941)
Net Changes in Working Capital	27,150,554	23,526,399
<u>Cash Generated from Operations</u>	27,834,012	24,354,317
Adjustment of Taxes	143,875	371,594
Net Cash Flow from Operating Activities (A)	27,690,137	23,982,723
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	4,986,000	-
(Increase) Decrease in Short Terms Loans & Advances	(85,956,889)	(20,509,425)
Decrease (Increase) in Non Current Investments	2,400,000	-

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Net Cash Flow from Investing Activities (B)	(78,570,889)	(20,509,425)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital	-	-
Increase in Short Terms Borrowings	42,407,610	4,270,000
Proceeds from/(Refund) Share Application Money	-	-
Net Cash Flow from Financing Activities (C)	42,407,610	4,270,000
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(8,473,143)	7,743,298
Cash and cash equivalents at the beginning of the year / Period	8,732,534	989,236
Cash and cash equivalents at the end of the year/ Period	259,391	8,732,534

*** Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.**

As per our report of even date

Gyanesh Gupta & Co.
Chartered Accountants

FOR LEGACY MERCANTILE LIMITED

Sd/-

CA. Gyanesh Gupta
(Prop.)

M.No. 0509350
FRN: 024354N

Place : Delhi

Date : 26/05/2018

Sd/-

ANIL KUMAR

Director

DIN: 07215699

Sd/-

SAURAV RASTOGI

Director

DIN: 05217855

LEGACY MERCANTILE LIMITED

Reg. Office: 462,Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki Haweli, Delhi-110091

CIN : L52100DL2011PLC220026

The Previous period figures have been regrouped/ reclassified, wherever necessary to confirm to the current period presentation.

Particulars	As at 31.03.2018	As at March 31, 2017
3.1 SHARE CAPITAL		
Authorised Capital		
1,58,50,000 Equity Shares of Rs. 10 each	158,500,000	158,500,000
TOTAL	158,500,000	158,500,000
Issued, Subscribed and Paid-up Capital		
1,58,14,750 Equity Shares (15814750 Equity Shares) of Rs. 10 each	158,147,500	158,147,500
TOTAL	158,147,500	158,147,500

The Company has only one class of share referred to as equity shares having a par value of Rs. 10/- each holder of equity share is entitled to vote per share.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and 31st March, 2018 is set out below.

Particulars	As at 31.03.2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	15,814,750	158,147,500	15,814,750	158,147,500
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	15,814,750	158,147,500	15,814,750	158,147,500

Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31.03.2018		As at March 31, 2017	
	No. of Shares	%	No. of Shares	%
Name of Shareholders				
-				
Blooms Textent Private Limited	3,663,000	23.16%	3,663,000	23.16%

3.2 RESERVES & SURPLUS

Particulars	As at 31.03.2018	As at 31.03.2017
a. Surplus in the Profit and Loss		
Opening balance	2,017,586	1,725,598
(+) Net Profit/(Net Loss) For the current year	298,652	291,988
	2,316,238	2,017,586
Less : Deductions during the year	-	-
Closing Balance	2,316,238	2,017,586
b. Securities Premium Account		
Opening balance	2,270,000	2,270,000
Add : Addition during the year	-	-
	2,270,000	2,270,000
Less : Deductions during the year	-	-
Closing Balance	2,270,000	2,270,000
TOTAL	4,586,238	4,287,586

3.3 SHORT TERM LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017
Short-Term Loans	47,577,610	5,170,000
Other Liabilities	224,366	224,366
TOTAL	47,801,976	5,394,366

3.4 TRADE PAYABLE

Particulars	As at 31.03.2018	As at 31.03.2017
Other Payable	130,078,306	130,078,306
TOTAL	130,078,306	130,078,306

3.5 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017
Salary	184,900	100,370
Expenses Payable	173,137	373,193
Other Liabilities	85,464	90,464

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Rent Payable	63,825	63,825
Remuneration Payable	262,543	377,543
TOTAL	769,869	1,005,395

3.6 SHORT TERM PROVISION

Particulars	As at 31.03.2018	As at 31.03.2017
Audit Fees Payable	25,000	25,000
Provision for Income Tax	161,779	203,973
TOTAL	186,779	228,973

3.8 NON CURRENT INVESTMENT

Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity	22,600,000	25,000,000
TOTAL	22,600,000	25,000,000

3.9 LONG TERM LOAN & ADVANCES

Particulars	As at 31.03.2018	As at 31.03.2017
Long term Loan & Advances		
Other Loan & Advances	23,980,648	28,966,648
TOTAL	23,980,648	28,966,648

3.10 OTHER NON CURRENT ASSETS

Particulars	As at 31.03.2018	As at 31.03.2017
Security Deposit	50,000	50,000
Miscellaneous Expenditure	-	226,780
Others	40,000	
TOTAL	90,000	276,780

3.11 TRADE RECEIVABLE

Particulars	As at 31.03.2018	As at 31.03.2017
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Particulars	As at 31.03.2018	As at 31.03.2017
Secured ,Considered good- Other Trade Receivable	90,693,354	118,079,434
TOTAL	90,693,354	118,079,434

3.12 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2018	As at 31.03.2017
Balances with Banks		
Schedule Banks	131,493.19	8,469,993.76
Cash in hand	127,898.00	262,540.00
TOTAL	259,391.19	8,732,533.76

3.13 SHORT TERM LOAN & ADVANCES

Particulars	As at 31.03.2018	As at 31.03.2017
Short term Loan & Advances		
Other Loan & Advances	202,848,594	117,327,368
Tds receivable	775,490	339,827
TOTAL	203,624,084	117,667,195

3.14 REVENUE FROM OPERATIONS

Particulars	As at 31.03.2018	As at 31.03.2017
Gross Revenue from Operations	-	30,648,850
TOTAL	-	30,648,850

3.15 OTHER INCOME

Particulars	As at 31.03.2018	As at 31.03.2017
Interest on loan	4,385,454	3,185,296
TOTAL	4,385,454	3,185,296

3.16 COST OF MATERIAL CONSUMED

Particulars	As at 31.03.2018	As at 31.03.2017

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Purchases	-	29,441,600
Freight and Handling	-	-
Other Expenses	27,855	
TOTAL	27,855	29,441,600

3.17 DEPRECIATION & AMORTIZATION EXPENDITURE

Particulars	As at 31.03.2018	As at 31.03.2017
Depreciation	102,522	162,400
Amortization Expenditure	-	-
TOTAL	102,522	162,400

3.18 EMPLOYEE BENEFITS EXPENSES

Particulars	As at 31.03.2018	As at 31.03.2017
Salaries & Wages	1,889,230	1,695,860
Staff Welfare expenses	279,445	144,194
TOTAL	2,168,675	1,840,054

3.19 OTHER EXPENDITURES

Particulars	As at 31.03.2018	As at 31.03.2017
Telephone Expenses	28,148	35,948
Conveyance & Travelling Expenses	368,054	153,069
Director Remuneration	180,000	180,000
Office Repair & Maintenance	39,073	5,071
Listing fee	-	693,533
Printing & stationary	100,769	61,221
Office expenses	109,746	43,226
Rent	-	-
Business Promotion Expenses	70,611	25,147
Advertisement	70,628	57,833
Miscellaneous Expenses	116,260	42,601
Electricity & Water Expenses	15,889	12,850
Audit Fees	25,000	25,000
Preliminary Exps W/O	186,780	242,960
Bank Charges	9,362	5,628
Book Keeping Charges	-	24,850
Filling Fee	-	29,334

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Legal & Professional charges	188,612	238,773
Accounting Charges	168,000	84,000
Postage & Telegram Charges	15,315	6,490
TOTAL	1,692,247	1,967,534

As per our report of even date attached.

Gyanesh Gupta & Co.

Chartered Accountants

FOR LEGACY MERCANTILE LIMITED

Sd/-

CA. Gyanesh Gupta

(Prop.)

M.No. 0509350

FRN: 024354N

Sd/-

ANIL KUMAR

Director

DIN: 07215699

Sd/-

SAURAV

RASTOGI

Director

DIN: 05217855

Place : Delhi

Date : 26/05/2018

LEGACY MERCANTILE LIMITED

CIN: L52100DL2011PLC220026

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

Note : 3.7 Fixed Assets

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		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	218,060.00	-	-	218,060	186,055.00	14,517	-	200,572	17,488	32,005.00
3	Furnitures & Fixtures	624,700.00	-	-	624,700	396,471.00	61,361	-	457,832	166,868	228,229.00
4	Office Equipment	445,000.00	-	-	445,000	390,246.00	26,644	-	416,890	28,110	54,754.00
	SUB TOTAL (A)	1,287,760.00	-	-	1,287,760	972,771	102,522	-	1,075,294	212,467	314,989.00
II	<u>Intangible Assets</u>										
	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	1,287,760.00	-	-	1,287,760	972,771	102,522	-	1,075,294	212,467	314,989.00
	(Previous Year)	1,287,760.00	-	-	1,287,760	810,371	162,400	-	972,771	314,989	477,389

Annual Report 2017-18

LEGACY MERCANTILE LIMITED

Fixed Assets & Depreciation

Schedule

AS PER INCOME
TAX ACT

PARTICULARS	OP.BAL.	ADDITION		DELETION	BALANCE	RATE	DEPRECIATION FOR THE YEAR	NET BLOCK Value as on 31.03.2018
	Value as on 01.04.2017	MORE THAN 180 DAYS	LESS THAN 180 DAYS					
Computer	11,169.54	-	-	-	11,169.54	60%	6,701.72	4,467.82
Furniture & Fixture	409,865.67	-	-	-	409,865.67	10%	40,986.57	368,879.10
Office Equipment	232,292.78	-	-	-	232,292.78	15%	34,843.92	197,448.86
TOTAL	653,327.99	-	-	-	653,327.99		82,532.21	570,795.78

PROVISION FOR DEFERRED TAX LIABILITY AS ON 31.03.2018

	AS PER CO ACT	AS PER IT ACT	TIMING DIFF.
DEPRECIATION	102,521.79	82,532.21	19,989.59
DTL(30.90%) Add Previous balance			6,177.00 104,547.00
Net DTL/DTA			110,724.00

LEGACY MERCANTILE LIMITED

Reg. Office: 462,Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki Haweli, Delhi-110091

CIN: L52100DL2011PLC220026

Note : 1 & 2 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1- SIGNIFICANT ACCOUNTING POLICIES

1.1 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.

1.2 Recognition of Income

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

1.3 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.

1.4 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.

1.5 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.

1.6 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.

1.7 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.

1.8 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.

1.9 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.

1.10 Depreciation

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.

2- NOTES TO THE ACCOUNTS

- 2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2.2 All the investments made by the company are valued at Cost .
- 2.3 Managerial Remuneration: NIL -
- 2.4 Company does not have any inventory.
- 2.5 Deffered tax arising on account of timing difference 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.
- 2.6 All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 2.7 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 specefied period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entilement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

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2.8	Value of Import on CIF Basis	Nil
2.9	Earnings in Foreign Exchange (FOB Value)	Nil
2.10	Expenditure in Foreign Currency	Nil
2.11	No Relative Party Transactions has made during the year except Managerial Remuneration paid to Key Managerial Remuneration as disclosed Point No. 2.3	
2.12	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.

Chartered Accountants

FOR LEGACY MERCANTILE LIMITED

Sd/-

**CA. Gyanesh Gupta
(Prop.)
M.No. 0509350
FRN: 024354N**

Sd/-

**ANIL KUMAR
Director
DIN: 07215699**

Sd/-

**SAURAV
RASTOGI
Director
DIN: 05217855**

Place : Delhi

Date : 26/05/2018



LEGACY MERCANTILE LIMITED

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Website: www.legacymercantile.com Email Address: legacymercantile@yahoo.com

CIN NO: L52100DL2011PLC220026, Contact Number: 011-68888157

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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 07TH Annual General Meeting of the company, to be held on Saturday, the 01st day of September, 2018 at 09:15 a.m. at 462, Block –A, Kondli Gharoli, Mayur Vihar, Phase -III, Opposite Chauhan Ki Haweli, 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 appoint a director in place of Mr. Saurav Rastogi , who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of M/s. Gyanesh Gupta & Co., Chartered Accountants, having (Firm registration no. 024354N) as Statutory Auditors & fixing their remuneration.		
4.	To appoint Reena Devi Mandal as Director.		
5.	To appoint Reena Devi Mandal as Whole-time Director.		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 20____

Affix Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
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.



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CIN NO: L52100DL2011PLC220026, Contact Number: 011-68888157

ATTENDANCE SLIP

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

07TH Annual General Meeting on Saturday, the 01st day of September, 2018 at 09:15 a.m. at 462, Block-A, Kondli, Mayur Vihar Phase -III, Opposite Chauhan Ki Haweli, 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 07TH Annual General Meeting on Saturday, the 1ST day of September, 2018 at 09:15 a.m. at 462, Block -A, Kondli Gharoli, Mayur Vihar, Phase -III, Opposite Chauhan Ki Haweli, 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

