

DRAFT INFORMATION DOCUMENT

(For Listing on Institutional Trading Platform for SME of BSE Limited)

Dated: February 06, 2014

(In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013)



JIGYASA INFRASTRUCTURE LIMITED

Our Company was incorporated as 'Jigyasa Infrastructure Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 8, 2008 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Jigyasa Infrastructure Limited' pursuant to a Fresh Certificate of Incorporation dated January 23, 2014 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U45200DL2008PLC177821.

Registered Office: 108-109 Vardhman Appenzerl Plaza, Mayur Vihar – Pahse III Delhi – 110 037, Delhi

Tel: +91 11 3231 8522, **Fax:** +91 11 3231 8522, **Website:** www.jigyasainfra.com, **E-mail:**

jigyasainfra@yahoo.com

Contact Person and **Company Secretary:** Mr. Hitesh Kumar

Compliance Officer: Mr. Sanjay Kumar Singh, Whole time Director

PROMOTERS: MR. UMESH VAINDIL AND ANTHEIA TRADE SERVICES PRIVATE LIMITED

THE DRAFT INFORMATION DOCUMENT IS BEING MADE IN TERMS OF CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.

FOR LISTING OF 1,23,36,500 EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP ON INSTITUTIONAL TRADING PLATFORM OF THE BSE SME

ABSOLUTE RESPONSIBILITY OF JIGYASA INFRASTRUCTURE LIMITED

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Information Document contains all information with regard to the Company which is material in the context of this proposed listing, that the information contained in the Draft Information Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Draft Information Document as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

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DEFINITIONS AND ABBREVIATIONS

In the Draft Information Document, unless the context otherwise requires, the terms defined and abbreviations stated hereunder shall have the meanings as assigned therewith as stated in this Section.

General Terms

Term	Description
“Jigyasa Infrastructure Limited”, “Jigyasa Infra”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to Jigyasa Infrastructure Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 108-109 Vardhman Appenzerl Plaza, Mayur Vihar – Pahse III, Delhi – 110 037, Delhi

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of Jigyasa Infrastructure Limited, as amended from time to time.
Auditors	The Statutory Auditors of our Company, being M/s Ashok R Gupta & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of Jigyasa Infrastructure Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 1956, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Jigyasa Infrastructure Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Jigyasa Infrastructure Limited
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India) Regulations, 2000
Promoters/ Core Promoters	MR. UMESH VAINDIL AND ANTHEIA TRADE SERVICES PRIVATE LIMITED
Registered Office	The Registered Office of our company is located at 108-109 Vardhman Appenzerl Plaza, Mayur Vihar – Pahse III Delhi – 110 037, Delhi
RoC	Registrar of Companies, NCT of Delhi and Haryana, situated at Delhi
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992

SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited

Technical / Industry Related Terms

Term	Description
CSO	Central Statistical Organisation
GDP	Gross Domestic Product
DEPB	Duty entitlement pass book scheme
EPCG	Export Promotion Capital Goods Scheme
FDI	Foreign Direct Investment
F&O	Futures and Options
FMC	Forward Market Commission
GOI	Government of India
FOB	Free on Board
RONW	Return on Net Worth
SSI	Small Scale Industry
VCF	Venture Capital Funds
SENSEX	Bombay Stock Exchange Sensitive Index
NIFTY	National Stock Exchange Sensitive Index

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time,

	and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
₹ or Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
STT	Securities Transaction Tax
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Days	All days except Saturday, Sunday and any public holiday

GENERAL INFORMATION

Our Company was incorporated as 'Jigyasa Infrastructure Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 8, 2008 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Jigyasa Infrastructure Limited' pursuant to a Fresh Certificate of Incorporation dated January 23, 2014 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U45200DL2008PLC177821.

Registered Office of our Company

Jigyasa Infrastructure Limited

KH-810, 2nd Floor, 108-109
Vardhman Appenzerl Plaza,
Mayur Vihar – Pahse III
Delhi – 110 037, Delhi
Tel: +91 11 3231 8522
Fax: +91 11 3231 8522
Website: www.jigyasainfra.com
E-mail: jigyasainfra@yahoo.com

Address of the RoC

Registrar of Companies, Delhi : 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019

Name of the Stock Exchange where proposed to be listed

Our Company proposed to list its Equity Shares on the For Listing on Institutional Trading Platform for SME of BSE Limited.

Our Board of Directors

The following table sets out details regarding our Board as on the date of the Draft Information Document:

Sr. No.	Name and Designation	Age (in years)	DIN	Address
1.	Mr. Sanjay Kumar Singh <i>Whole Time Director</i>	33	06793460	9/2788, Gali No.-3, Kaiash Nagar, Delhi – 110031
2.	Mr. Umesh Vaindil <i>Non Executive Promoter Director</i>	36	06789400	J&K-135, J&K Block, Laxmi Nagar, Delhi - 110092
3.	Ms. Geeta Devi <i>Non Executive and Independent Director</i>	36	06798848	F-2, CPWD Office Flats, Sarojini Nagar, Delhi, 110023
4.	Mr. Daya Kishan <i>Non Executive and Independent Director</i>	38	06798845	437 Block No-25, Trilok Puri, Delhi - 110091

Company Secretary

Mr. Hitesh Kumar

Jigyasa Infrastructure Limited

KH-810, 2nd Floor,

108-109 Vardhman Appenzerl Plaza,

Mayur Vihar - Pahse III

Delhi - 110 037, Delhi

Tel: +91 11 3231 8522

Fax: +91 11 3231 8522

Website: www.jigyasainfra.com

E-mail: jigyasainfra@yahoo.com

Compliance Officer

Mr. Sanjay Kumar Singh

Jigyasa Infrastructure Limited

KH-810, 2nd Floor,

108-109 Vardhman Appenzerl Plaza,

Mayur Vihar - Pahse III

Delhi - 110 037, Delhi

Tel: +91 11 3231 8522

Fax: +91 11 3231 8522

Website: www.jigyasainfra.com

E-mail: jigyasainfra@yahoo.com

Registrar to the Company

BEETAL FINANCIAL & COMPUTER SERVICES PVT LIMITED

Beetal House, 99, Madangir, Behind Local Shopping Centre,

Near Dada Harsukh Dass Mandir, New Delhi 110062

Tel Nos.: +91 11 29961281/82

Fax No.: +91 11 29961284

Email: beetalrta@gmail.com

Website: www.beetalfinancial.com

Contact Person: Mr. Punit Mittal

SEBI Registration: INR000000262

SEBI Registration: INR000000262

Bankers to our Company

HDFC Bank Limited

A - 38 Anand Vihar,

New Delhi - 110092

Tel: +91 11 6160 6161

Email: support@hdfcbank.com

Website: www.hdfcbank.com

Statutory Auditors of our Company

M/s Ashok R Gupta & Company

Chartered Accountants

A-35, Gali No- 2, Pandav Nagar,

New Delhi, India- 110092.

Tel: +91 9873189239

Email: caashok1968@gmail.com

Membership No: 089807

FRN: 019335N

Contact Person: Mr. Ashok Kumar Gupta

Investing Merchant Banker

Unicon Capital Services Private Limited

3rd Floor, 'A' wing, Vilco Center

8, Subhash Road, Vile Parle (East)

Mumbai – 400 057.

Tel No: +91 22 4359 1200 / 4359 1268

Fax No: +91 22 3390 1547

Website: www.uniconindia.in

Email: mb@unicon.in

SEBI Registration No: INM000011609

ELIGIBILITY FOR LISTING ON INSTITUTIONAL TRADING PLATFORM OF BSE SME

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulations; and proposes to list our Equity Shares Institutional Trading Platform of BSE SME in terms of Chapter XC of the SEBI (ICDR) Regulations, 2009 as amended from time to time.

Our Company is eligible for the Issue in accordance with Regulation 106(Y) and other provisions of Chapter XC of the SEBI (ICDR) Regulations.

In terms of the Regulation 106(Y) of the SEBI (ICDR) Regulations, we confirm that:

- a. Our company, our promoters, group company or director does not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
- b. There is no winding up petition against our company that has been admitted by a competent court;
- c. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
- d. No regulatory action has been taken against our Company, our promoters or our directors, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
- e. Our company has not completed a period of more than ten years after incorporation and our revenues have not exceeded one hundred crore rupees in any of the previous financial years;
- f. The paid up capital of our company has not exceeded twenty five crore rupees in any of the previous financial years;
- g. Our Company has atleast one full year’s audited financial statements, for the immediately preceding financial year at the time of making listing application;
- h. In accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, **Unicon Capital Services Private Limited**, a SEBI registered merchant banker has exercised due diligence and has invested a sum of ₹ 50.00 Lacs in Equity Shares of our company at a price of Rs. 10 per Equity Share. Accordingly, 5,00,000 Equity Shares of face value of ₹ 10 each were allotted to Unicon Capital Services Private Limited on February 5, 2014 . These Equity Shares shall be locked in for a period of three years from the date of listing.

We further confirm that:

In terms of Regulation 106ZB of SEBI (ICDR) Regulations, 2009 our Company has obtained written consents from our Promoters for the lock-in of 24,67,300 Equity Shares representing 20% of the post listing capital, for a period of three years from the date of listing.

In terms of Regulation 106ZC of SEBI (ICDR) Regulations, 2009:

- (1) All Equity Shares of our company shall be in dematerialized form upon listing on institutional trading platform.
- (2) Our Company is in the process of entering into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. We further confirm that we shall have connectivity with atleast one depository at all times.
- (3) The minimum trading lot on institutional trading platform shall be ₹ 10.00 Lacs.

SECTION I

OUR BUSINESS

Description of Our Business

Our Company was incorporated as 'Jigyasa Infrastructure Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 8, 2008 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Jigyasa Infrastructure Limited' pursuant to a Fresh Certificate of Incorporation dated January 23, 2014 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana.

Our Company is in the business of providing civil construction, land & site development services and trading of construction materials.

Our Products & Services

Currently, we have executed / executing following projects:

- Currently we are doing land levelling works.
- We are also doing soil and sands trading and propose to extend our trading to include other construction related materials.
- Our Company is also planning to extend our business through undertaking residential and commercial projects

The Net Worth of our Company as on March 31, 2013 is Rs. 854.15 Lacs, which will allow our Company to bid for and undertake higher value projects. This assumes significance when we take into account that the leading infrastructure companies are passing on the projects awarded, to contractors down the line.

We are planning to extend our business through undertaking residential and commercial projects. We want to strengthen our execution capabilities by adding more qualified manpower. This will also help us in increasing our margins in the long run.

Infrastructure Facilities/Utilities

Materials

The requirement of raw materials like cement, steel and other materials in which we trade is processed through negotiations with the suppliers keeping in view the logistics of location of project and timing of supply. The procurement of raw materials is centralized at our Delhi office.

Utilities

Our registered office has facilities of water and electricity provided by respective authorities. Our office is equipped with necessary communication devices like telephone, computers, printers, internet connection etc. Generally power requirements are met at site through normal distribution channel like State Electricity Board.

d) Manpower

The following is a break-up of our employees as on January 30, 2014:

Description	Registered Office
Senior Management	1
Middle Management	6
Others	4
Total	12

Intellectual Property

Our Company does not own or otherwise possess any registered intellectual property rights, other than the ones described below:

Competition

We operate in a competitive environment. The nature of the project is also a determining factor for the level, degree and impact of competition that we face. Other contributory factors to the competitive environment are contract value and potential margins, the size, complexity and location of the project and the risks relating to revenue generation.

While key factors for deciding on an executing agency are generally service quality, technical ability, performance record, experience, and the availability of skilled personnel, more often than not, price is the deciding factor in most tender awards. We mainly compete with domestic Indian entities in the different segments in which we operate.

Working Capital

Our working capital requirements for past two financial years is as under:

Current Assets	FY 2013 (Actual)	No. of Days	FY 2012 (Actual)	No. of Days
Short Term Loan and Advances	532.22		195.66	
Debtors	77.01	347.10	31.93	198.88
Other Current Assets	1.38		0.65	
Total	610.61		228.23	
Current Liabilities				
Sundry Creditors	28.10	165.81	9.76	142.68
Provisions	0.85		0.31	
Other Current Liabilities	1.11		2.27	
Total	30.06		12.34	
Working Capital Gap	580.55		215.89	
Less: Short Term Borrowings	-		116.40	
Net Working Capital Requirement	580.55		99.49	

INDUSTRY

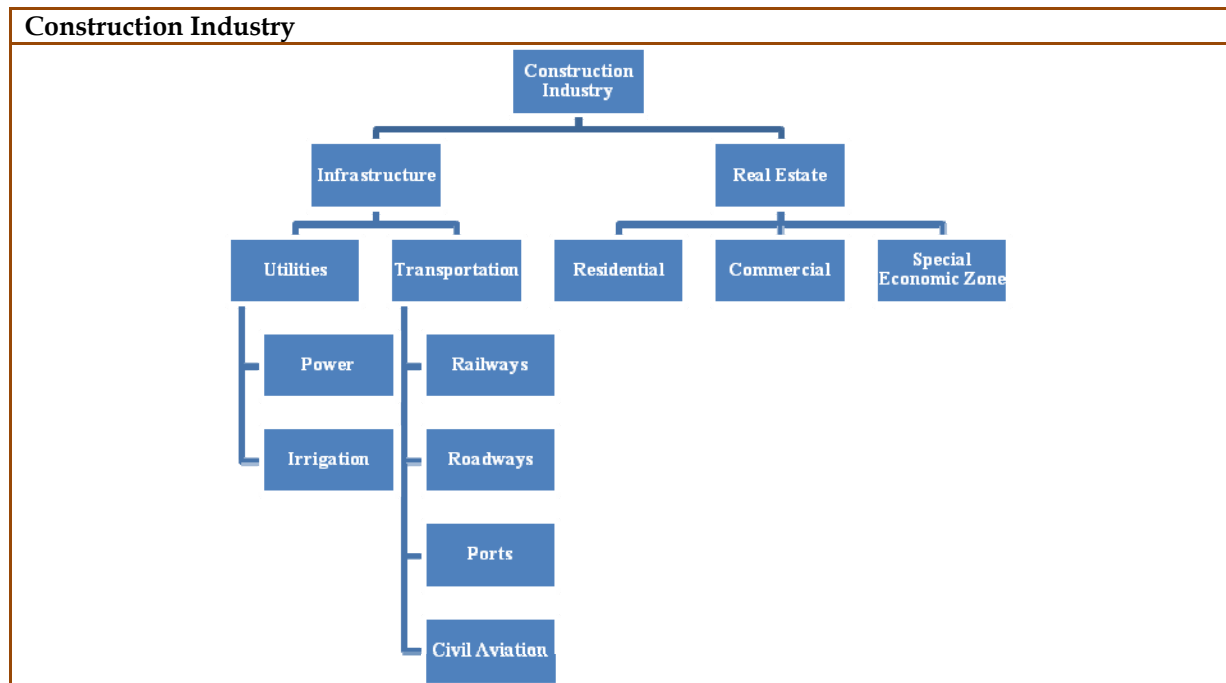
Construction Industry Overview

The Construction Industry in India is the second largest economic activity after agriculture and provides employment to large amount of people. Broadly, construction can be classified into two segments - infrastructure and real estate.

The infrastructure segment involves construction projects in different sectors like roads, rails, ports, irrigation, power, *etc.* Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country. Development of infrastructure in the country mainly depends upon the spending by GoI in various sub-segments of infrastructure.

Characteristics of Construction Industry

- ✓ Highly fragmented
- ✓ Labour intensive
- ✓ Working capital intensive
- ✓ Close linkage with economic growth
- ✓ Rising trend of Joint ventures
- ✓ Low mechanisation levels compared to global standards
- ✓ Varied gestation period and profitability across different construction projects.



Source: NSDC

Real Estate Industry in India

Real estate in India continues to be a favoured destination globally for investors, developers and non-resident Indians (NRIs), driven largely by investor-friendly government policies and increasing globalisation. The second largest employment generation sector after agriculture, real estate contributes about 6.3 per cent to India's gross domestic product (GDP). The foreign direct investment (FDI) in the sector is expected to touch US\$ 25 billion in the next 10 years from its current US\$ 4 billion.

The sector's progress is driven by factors such as rapid urbanisation, a growing trend towards nuclear families, positive demographics, rural-urban migration, ever-developing infrastructure, higher income levels and housing demand. The real estate sector, with its growing investment opportunities, is expected to post annual revenues of US\$ 180 billion by 2020.

Road Ahead

India needs to invest US\$ 1.2 trillion over next 20 years to modernise urban infrastructure and keep pace with the burgeoning urbanisation, as per a report (India's urban awakening) released by McKinsey Global Institute (MGI).

Demand for space from sectors such as education and healthcare has opened up opportunities in the real estate sector. Also, growth in the number of tourists has led to demand for service apartments. This demand in the tourism sector is expected to generate 50,000 new hotel rooms over the next four to five years, across India's major cities.

FINANCIAL INFORMATION

To,
THE MEMBERS
JIGYASA INFRASTRUCTURE PRIVATE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **JIGYASA INFRASTRUCTURE PRIVATE LIMITED** ("the Company). Which comprise the balance sheet as at 31st March 2013, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with accounting standard referred to in sub section(3G) of section 211 of companies Act 1956 ("the Act"). This responsibility includes the design, implementation and maintenances of internal control relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the Institute of chartered accountant of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

OPINION

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

- (a) In the case of balance sheet , the state of affairs of the company as at March 31, 2013,
- (b) the case of statement of profit and loss of the profit for the year ended on that date, and
- (c) In the case of the cash flow statement, of the cash flows of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the companies (auditor's report) order, 2003 ("the Order") issued by the Central government of India in terms of sub-section (4a) of section 227 of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by the section 227(3) of the act, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the balance sheet, statement of profit and loss, and the cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of companies act 1956
 - (e) On the basis of written representation received from the directors as on 31st march 2013, and taken on record by the board of directors, none of the directors is disqualified as on 31st march 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956.
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Ashok R Gupta & Company
Chartered Accountants

Sd-
Ashok Kumar Gupta
Membership No.: 089807
Firm Regd.No.: 019335N

Place: New Delhi
Date: 27/08/2013

JIGYASA INFRASTRUCTURE PRIVATE LIMITED
(ANNEXURE TO THE AUDITOR'S REPORT)

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

(b) According to the information and explanations given to us, the company has formulated a regular programme of verification by which all the assets of company shall be verified in a phased manner, which in my opinion, is reasonable having regard to the size of the company and nature of its assets. To the best of my knowledge, no material misstatement is noticed on verification conducted during the year as compared with the book records.

(c) There was no disposal during the year of fixed assets.
2. (a) The company does not have any Inventories during the year, therefore clauses (b) and (c) are not applicable.
3. The company has not taken/granted any loans secured or unsecured from companies, firms or other parties listed in the register maintained u/s 301 of the companies act 1956 in terms of subsection (6) of the section 370 of the companies act, 1956 the provisions of the section are not applicable to a company on or after the commencement of the companies (amendment) act, 1999.
4. In respect of loans & advances, the company in the nature of advances given by the company, the parties are generally re-paying the principal amount as stipulated and have also been regular in paying of interest where applicable.
5. In our opinion and according to the information and explanation given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sales of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
6. Based on the audit procedures applied by us and according to the information and explanation provided by the management, we are of the opinion that there are no transactions that need to be entered into the registers management under section 301 of the Companies Act, 1956.
7. The company has not accepted any deposit from the public. Therefore the provisions of Section 58A, & 58AA of the Companies Act, 1956, and the Rules framed there under do not apply.
8. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
9. To the best of our knowledge and according to the information given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the company.
10. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representations the provident funds Act and employees state insurance Act is not applicable to the company, undisputed statutory dues in respect of income tax and other material statutory dues have generally been regularly deposited by the company during the year with the appropriate authorities in India.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth-tax, sales tax, customs and excise duty were outstanding , as at 31st March, 2013 for a period of more than six months from the date they become payable.

(c) According to the records of the company, there are no dues of sales tax, income tax, customs tax/ wealth tax, excise duty/ cess which have not been deposited on account of any dispute.

11. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures & other similar securities.
12. According to the information and explanation given to us the company has not given any guarantee for loan taken by other from banks or financial institutions.
13. According the information and explanation given to us and as shown by the records examined by us there were no dues payable to financial institutions or banks.
14. The company has not taken any term loan during the year.
15. In our opinion, the company is not a chit fund or a nidhi, mutual benefit fund or society therefore the provision of clause 4 (xiii) of the companies (Auditor's report) Order 2003 are not applicable to the company.
16. Based on the information and explanation given to us and on an overall examination of the books of accounts as on 31.03.2013, we report that no funds raised on short term basis have used for long- term investments by the company and vice versa.
17. Based on the audit procedure performed and the information and explanation given to us by the management we report that the company has not made any preferential allotment of shares during the year.
18. The company has no outstanding debentures during the period under audit.
19. As per the information and explanation given to us and on the basis of examination of records, no material fraud on or by the company was noticed or reported during the year.

For Ashok R Gupta & Company
Chartered Accountants

Sd-
Ashok Kumar Gupta
Membership No.: 089807
Firm Regd.No.: 019335N

Place: New Delhi
Date: 27/08/2013

Balance Sheet as at 31st March, 2013

Amount in Rs.

Particulars	Note No	As at 31.03.2013	As at 31.03.2012
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	84,950,000.00	450,000.00
(b) Reserves and Surplus	2	465,092.11	5,755,278.00
(c) Money received against share warrants		-	-
<u>(2) Share application money pending allotment</u>			
(a) Share Application Maoney		-	900,000.00
<u>(3) Non-Current Liabilities</u>			
(a) Long-term borrowings	3	640,000.00	3,590,000.00
(b) Deferred tax liabilities (Net)	4	25,538.00	30,623.00
(c) Other Long term liabilities	5	2,083,834.00	-
(d) Long term provisions	6	-	-
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	7	-	11,640,000.00
(b) Trade payables	8	2,810,362.00	975,812.00
(c) Other current liabilities	9	110,550.00	227,167.00
(d) Short-term provisions	10	85,376.00	31,184.00
Total		91,170,752.11	23,600,064.00
II.Assets			
<u>(1) Non-current assets</u>			
<u>(a) Fixed assets</u>			
(i) Tangible assets	11	338,484.28	459,184.00
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	-	-
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	29,250,000.00	-
(e) Other non-current assets	15	-	-
<u>(2) Current assets</u>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	7,701,375.00	3,192,815.00
(d) Cash and cash equivalents	19	520,794.83	317,426.00
(e) Short-term loans and advances	20	53,222,163.00	19,566,047.00
(f) Other current assets	21	137,935.00	64,592.00
Total		91,170,752.11	23,600,064.00

Profit and Loss Account for the year ended 31st March, 2013

Amount in Rs.

Particulars	Note No	As at 31.03.2013	As at 31.03.2012
I. Revenue from operations		8,098,633.00	5,859,781.00
II. Other Income	22	606,222.00	256,138.00
III. Total Revenue (I +II)		8,704,855.00	6,115,919.00
<u>IV. Expenses:</u>			
Cost of materials consumed	23	-	-
Purchase of Stock-in-Trade		6,186,500.00	2,496,349.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	-	-
Employee benefit expense	25	521,730.00	488,398.00
Financial costs	26	773.17	12,451.00
Depreciation and Amortization Expense	27	143,729.72	200,454.00
Other expenses	28	1,693,201.00	2,777,152.00
Total Expenses		8,545,933.89	5,974,804.00
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	158,921.11	141,115.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		158,921.11	141,115.00
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		158,921.11	141,115.00
X. Tax expense:			
(1) Current tax		54,192.00	31,184.00
(2) Deferred tax		(5,085.00)	12,420.00
(3) Income tax Adjustment		-	-
(4) Deferred tax Adjustment		-	-

XI. Profit(Loss) from the operations.	(IX-X)	109,814.11	97,511.00
DISCONTINUING OPERATION			
XII. Profit/(Loss) from discontinuing operations (before tax)		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) balance transferred to Balance Sheet. (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		109,814.11	97,511.00
XVI. Earning per equity share:			
(1) Basic		0.01	2.17
(2) Diluted		0.01	2.17

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

As per our report of even date attached.

Cash Flow Statement

For the Year Ending 31-Mar-2013	Amounts	Amounts
	Rs.	Rs.
	31.03.13	31.03.12
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	158,921.11	141,115.00
2. Adjustment for:		
<u>Add:</u> Depreciation & Amortisation Expenses	143,729.72	200,454.00
Operating Profit before Working capital changes	302,650.83	341,569.00
<u>3. Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	(4,508,560.00)	(552,561.00)
Decrease (Increase) in Inventories		

	-	-
Decrease (Increase) in Short Term Provision	-	-
Decrease (Increase) in Other Current Assets	(96,373.00)	-
Increase (Decrease) in Trade & Other Payables	1,834,550.00	(115,824.00)
Increase (Decrease) in Other Current Liabilities	(116,617.00)	59,880.00
Increase (Decrease) in Other Liabilities	-	-
Net Changes in Working Capital	(2,887,000.00)	(608,505.00)
<u>Cash Generated from Operations</u>	(2,584,349.17)	(266,936.00)
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	(2,584,349.17)	(266,936.00)
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	(367,107.00)
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	(29,250,000.00)	-
(Increase) Decrease in Short Terms Loans & Advances	(33,656,116.00)	(15,531,759.00)
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	-	-
(Decrease) Increase in Long Term Liabilities	(2,950,000.00)	-
(Decrease) Increase in Other Long Term Liabilities	2,083,834.00	-
Net Cash Flow from Investing Activities (B)	(63,772,282.00)	(15,898,866.00)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of Share Capital	78,200,000.00	2,649,500.00
Increase in Long Terms Borrowings	-	1,950,000.00
Increase in Short Terms Borrowings	(11,640,000.00)	11,640,000.00

Proceeds from/(Refund) Share Application Money	-	-
Net Cash Flow from Financing Activities (C)	66,560,000.00	16,239,500.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	203,368.83	73,698.00
Cash and cash equivalents at the beginning of the year / Period	317,426.00	243,728.00
Cash and cash equivalents at the end of the year/ Period	520,794.83	317,426.00
* 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

Notes Forming Part of the Balance Sheet			
Note : 1 Share Capital			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>AUTHORIZED CAPITAL</u> 1,25,50,000 Equity Shares (P Y 50,000 Equity Shares) of Rs. 10/- each.	125,500,000.00	500,000.00
2	<u>ISSUED</u> 84,95,000 Equity Shares (P Y 45,000 Equity Share) of Rs. 10/- each.	84,950,000.00	450,000.00
3	<u>SUBSCRIBED & PAID UP CAPITAL</u> 84,95,000 Equity Shares (P Y 45,000 Equity Share) of Rs. 10/- each.	84,950,000.00	450,000.00
	Total	84,950,000.00	450,000.00

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
(2)	(a) Share Application Maoney	-	900,000.00
-			

	Total	-	900,000.00
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Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
(3)	Reconciliation of Nos. Of Shares		
	Number of Equity Shares at the beginning	45,000	30,000
	Add:- Number of Shares Issued	8,450,000	15,000
	Number of Equity Shares at the end	8,495,000	45,000

Note : 2 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	5,850,000.00	5,850,000.00
	Less: Bonus Share Issued	(5,400,000.00)	
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (General Reserve)	-	-
8	Surplus (Profit & Loss Account)	-	-
	Op. Balance of Profits & Loss A/C	(94,722.00)	(192,233.00)
	Current Year Profit & Loss A/C	<u>109,814.11</u>	<u>97,511.00</u>
		15,092.11	(94,722.00)
	Total	465,092.11	5,755,278.00

Note : 3 Long Term Borrowings

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Bonds / Debentures	-	-
2	Term Loan		
	- From Bank	-	-
	- From Other Parties	-	-

3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	2,950,000.00
6	Long Term Maturities of Finane lease obligation	-	-
7	Loans From Directors	-	-
8	Other Loans	640,000.00	640,000.00
	Total	640,000.00	3,590,000.00

Note : 4 Deffered Tax Liabilities (Net)

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Deffered Tax Liability	25,538.00	30,623.00
	Total	25,538.00	30,623.00

Note : 5 Other Long Term Liabilities

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Trade Creditors	-	-
2	Others	2,083,834.00	-
	Total	2,083,834.00	-

Note : 6 Long Term Provisions

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Provision from Employment Benefit	-	-
2	Other	-	-
	Total	-	-

Note : 7 Short Term Borrowings

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>Loan Repayable on Demand</u>		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-

4	Others	-	11,640,000.00
	Total	-	11,640,000.00

Note : 8 Trades Payable

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Trade Payables	2,810,362.00	975,812.00
	Total	2,810,362.00	975,812.00

Note : 9 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Audit Fees Payable	15,500.00	15,500.00
2	Salary Payable	32,500.00	-
3	Expenses Payable	62,550.00	211,667.00
	Total	110,550.00	227,167.00

Note : 10 Short Term Provisions

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>Provision From Employees Benefit</u>	-	-
2	<u>Others</u>		
	Provision For Income Tax	85,376.00	31,184.00
	Total	85,376.00	31,184.00

Note : 11 Fixed Assets

Sr. No	Particulars	Rate	Gross Block			Depreciation			Net Block			
			Value as on 01.04.2012	Addition during the year	Deduction during the year	Value as on 31.03.2013	Value as on 01.04.2012	Addition during the year	Deduction during the year	Value as on 31.03.2013	WDV as on 31.03.2013	WDV as on 31.03.2012
I	Tangible Assets	-										
	-											
	Computer Furnitures & Fixtures	40.00%	550,610.00	-	-	550,610.00	323,353.00	90,902.80	-	414,255.80	136,354.20	227,257.00
		10.00%	101,697.00	-	-	101,697.00	38,676.00	6,302.10	-	44,978.10	56,718.90	63,021.00
	Office Equipments	13.91%	226,167.00	-	-	226,167.00	57,261.00	23,494.82	-	80,755.82	145,411.18	168,906.00
	SUB TOTAL (A)		878,474.00	-	-	878,474.00	419,290.00	120,699.72	-	539,989.72	338,484.28	459,184.00
II	Intangible Assets											
	-											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	
III	Capital Work-in-progress											
	-											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	
IV	Intangible Assets Under Development											
	-											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	
	Total [A + B + C + D] (Current Year)		878,474.00	-	-	878,474.00	419,290.00	120,699.72	-	539,989.72	338,484.28	459,184.00
	(Previous Year)		-	-	-	-	-	-	-	-	-	

Note : 12 Non Current Investment

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Investment in Property	-	-
2	Investment in Equity Instrument	-	-
3	Other Investment		
	Investments (Non-Current)	-	-
4	Investment in Mutual Fund	-	-
5	Investment in Partnership Firm	-	-
	Total	-	-

Note : 13 Deferred Tax Assets (Net)

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Deffred Tax	-	-
	Total	-	-

Note : 14 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
I)	<u>Capital Assets</u>		
	a) <u>Secured, Considered Good :</u>	-	-
	b) <u>Unsecured, Considered Good :</u>	-	-
	c) <u>Doubtful</u>	-	-
II)	<u>Security Deposit</u>		
	a) <u>Secured, Considered Good :</u>	-	-
	b) <u>Unsecured, Considered Good :</u>	-	-
	c) <u>Doubtful</u>	-	-
III)	<u>Loans & Advances to related parties</u>	-	-
IV)	<u>Other Loans & Advances</u>	29,250,000.00	-
	Total	29,250,000.00	-

Note : 15 Other Non Current Assets

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Long Term Trade Receivables		
	a) <u>Secured, Considered Good :</u>	-	-
	b) <u>Unsecured, Considered Good :</u>	-	-
	c) <u>Doubtful</u>	-	-
2	- Others	-	-
	Total	-	-

Note :16 Current Investment

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others	-	-
	Total	-	-

Note : 17 Inventories

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
	Total	-	-

Note : 18 Trade Receivables

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	<u>Others</u>	-	-
	a) Secured, Considered Good :	-	-

	b) Unsecured, Considered Good :	-	7,701,375.00	3,192,815.00
	c) Doubtful	-	-	-
	Total		7,701,375.00	3,192,815.00

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Cash-in-Hand		
	Cash Balance	512,594.83	215,419.00
	Sub Total (A)	512,594.83	215,419.00
2	Bank Balance		
	Bank Balance (With Schedule Bank)		
(i)	Balance With Scheduled Banks	8,200.00	102,007.00
	Sub Total (B)	8,200.00	102,007.00
	Total [A + B]	520,794.83	317,426.00

Note :20 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Loans & Advances from related parties		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	Loans & Advances	53,222,163.00	19,566,047.00
	Total	53,222,163.00	19,566,047.00

Note : 21 Other Current Assets

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Advance Income Tax	-	-
2	TDS (2011-12)	41,562.00	41,562.00
3	TDS (2012-13)	96,373.00	-
4	Preliminary Expenses	-	23,030.00
	Total	137,935.00	64,592.00

Notes Forming Part of the Profit & Loss Statement

Note : 22 Other Income

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	INCOME (OTHERS)		
	Income Others	-	-
	Interest Received	606,222.00	256,138.00
	Total	606,222.00	256,138.00

Note : 23 Cost of Material Consumed

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Purchases	-	-
	Total	-	-

Note : 24 Change in Inventories

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Closing Stock	-	-
2	Opening Stock	-	-
	Total	-	-

Note : 25 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Remuneration to Director	-	-
2	Salary	485,322.00	453,182.00
3	Staff Welfare	36,408.00	35,216.00
	Total	521,730.00	488,398.00

Note :26 Financial Cost

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Bank Charges	773.17	12,451.00
	Total	773.17	12,451.00

Note : 27 Depreciation & Amortised Cost

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Depreciation	120,699.72	177,424.00
2	Preliminary Expenses W/O	23,030.00	23,030.00
	Total	143,729.72	200,454.00

Note : 28 Other Expenses

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>Administrative Expenses:</u>		
	Accounting Charges	72,000.00	72,591.00
	Audit Fees	15,500.00	15,500.00
	Labour Charges	1,255,600.00	1,824,352.00
	Power & Fuel	14,253.00	12,458.00
	Advertisements	17,600.00	34,216.00
	Postage & Telegram	14,250.00	14,573.00
	Conveyance Expenses	21,230.00	135,198.00
	Typing & Photostat	-	32,154.00
	Electricity & Water	14,233.00	12,426.00
	Rent	90,000.00	90,000.00
	Repair & Maintenance	24,940.00	94,857.00
	News Paper & Periodicals	21,520.00	24,518.00
	Travelling Exps	23,405.00	125,215.00
	Legal & Professional Exp.	22,550.00	125,438.00
	Business Promotions Exp.	43,515.00	34,219.00
	Printing & Stationary Expenses	21,753.00	35,219.00
	Telephone Expenses	20,852.00	94,218.00
	Total [A + B]	1,693,201.00	2,777,152.00

Note : 29 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

2 Changes in Accounting policies

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

3 Recognition of Income

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for

on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

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

5 Taxes on Income

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

6 Contingent Liability

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

7 Events occurring after the balance sheet date

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

8 Earnings Per Share

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

9 Use of estimates

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

10 Foreign Currency Transaction

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

B- NOTES TO THE ACCOUNTS

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

2) Reconciliation of Nos. Of Shares

	2012-13	2011-12
Number of Equity Shares at the beginning	45,000	45,000
Add:- Number of Shares Issued	8,450,000	-
Number of Equity Shares at the end	8,495,000	45,000

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

	2012-13			
	Name	Class of Share	No. of Share Holding	% of Holding
(i)				

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

5) Managerial Remuneration: Nil

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

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

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

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

10) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is 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 Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

11) Value of Import on CIF Basis Nil

12) Earnings in Foreign Exchange (FOB Value) Nil

13) Expenditure in Foreign Currency Nil

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

15) *Earning Per Share:*

Particulars	As at 31.03.2013
Net profit after tax available for Equity Shareholders (Rs.) (A)	109814.11
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	8,495,000
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	8495000
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.01
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.01

As per our report of even date attached.

For ASHOK R GUPTA &
COMPANY
Chartered Accountants

For JIGYASA INFRASTRUCTURE PRIVATE
LIMITED

CA Ashok Kumar Gupta
Prop.
Membership No. : 089807
FRN: 019335N

(Director)

(Director)

CAPITAL STRUCTURE

1. Capital Structure of Our Company

No.	Particulars	Amount (₹ in Lacs)	
		Aggregate nominal value	Aggregate value at Issue Price
A. Authorised Share Capital			
	1,25,50,000 Equity Shares of ₹ 10 each	1,255.00	
B. Issued, Subscribed and Paid-Up Share Capital before the Issue			
	1,23,36,500 Equity Shares of ₹ 10 each	1233.65	

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value	Issue Price	Nature of consideration	Nature of Allotment	Cumulative number of Equity	Cumulative Paid-up Capital	Cumulative Securities premium
		(₹)	(₹)			Shares	(₹)	(₹)
08.05.2008	10000	10	10	Cash	¹ Subscription to Memorandum of Association	10000	100000	Nil
08.02.2011	5000	10	10	Cash	Further Allotment	15000	150000	Nil
10.03.2011	15000	10	10	Cash	Further Allotment	30000	300000	Nil
10.03.2011	15000	10	10	Cash	Further Allotment	45000	450000	Nil
20.10.2012	90000	10	10	Cash	Further Allotment	135000	1350000	Nil
30.12.2012	540000	10	10	Bonus in the ratio of 4:1	Further Allotment	675000	6750000	Nil
3.11.2012	640000	10	10	Cash	Further Allotment	7075000	70750000	Nil
7.11.2012	920000	10	10	Cash	Further Allotment	7995000	79950000	Nil
15.02.2013	500000	10	10	Cash	Further Allotment	8495000	84950000	Nil
05.02.2013	3841500	10	10	Cash	Further Allotment	12336500	123365000	Nil

3. Details of build-up of shareholding of the Promoters and lock-in

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/other than cash)	% of issued capital
Mr. Umesh Vaindil						
15.02.2013	Further Allotment	200000	10	10	Cash	1.62%
	Sub-total	200000				1.62%
Antheia Trade Services Private Limited						
15.02.2013	Further Allotment	300000	10	10	Cash	2.43%
05.02.2014	Further Allotment	2710000	10	10	Cash	21.97%
	Sub-total	3010000				24.40%
	Grand Total	3210000				26.02%

24,67,300 Equity Shares representing 20% of the post listing capital of Antheia Trade Services Private Limited will be locked in for a period of three years from the date of listing.

4. Our shareholding pattern

- (a) The table below represents the shareholding pattern of our Company in accordance with clause 34 of the Listing Agreement, as on the date of the Draft Information Document:

Statement showing Share Holding Pattern of Jigyasa Infrastructure Limited as per clause 34 of Listing on Institutional Trading Platform

(I)(a)

Category code (I)	Category of shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	1	200000	-	1.62	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	3010000	-	24.40	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(1)	2	3210000	-	26.02	-	-
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-

Category code (I)	Category of shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2	3210000	-	26.02	-	-
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State Government(s)	-	-	-		NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-		NA	NA
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	-	-	-		NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other -Merchant Banker	1	500000	-	4.05	NA	NA
	Sub-Total (B)(1)	1	500000	-	4.05	NA	NA
(2)	Non- institutions						
(a)	Bodies Corporate	1	400000	-	3.24	NA	NA
(b)	Individuals	537	8226500	-	66.69		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	Sub-Total (B)(2)	538	8626500	-	69.93	N.A	N.A
	Total Public Shareholding (B)= (B)(1)+(B)(2)	539	9126500	-	73.98	N.A	N.A
	TOTAL (A)+(B)	541	12336500	-	100.00	N.A	N.A

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
1	UMESH VAINDIL	200000	1.62	0	0.00	0.00	0	0.00	0	0.00	200000
2	ANTHEIA TRADE SERVICES PRIVATE LIMITED	3010000	24.40	0	0.00	0.00	0	0.00	0	0.00	3010000
	TOTAL	3210000	26.02	0	0.0	0.00	0	0.00	0	0.00	3210000

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1 % of the total number of shares

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Unicon Capital Services Private Limited	500000	4.05%
2.	VKJ Infradevelopers Limited	400000	3.24%
	TOTAL	650000	7.29%

(d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Antheia Trade Services Private Limited	2467300	20.00%
2	Unicon Capital Services Private Limited	500000	4.05%
	TOTAL	3967300	24.05%

PROPERTY

Sr. No.	Description of Property	Name of Lessor	Agreement Date, Lease period	Amount	Purpose
1.	108-109 Vardhman Appenzerl Plaza, Mayur Vihar - Pahse III Delhi - 110 037, Delhi	Mr. Narender Dev	January 18, 2014 For the period of 11 months	₹ 3000 per month ₹ 12,000 interest free refundable security deposit.	Registered Office

Intellectual Property

Our Company does not own any Intellectual Property.

SECTION II - RISK FACTORS

The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Information Document were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

INTERNAL RISKS

- 1. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We have not paid any dividends since incorporation. Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders.

Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

- 2. We do not own our Registered Office from which we operate.***

We do not own the premises on which our Registered Office is situated. The same is occupied by us on lease and license basis. We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of this property, which may impair our operations and adversely affect our financial condition.

- 3. Our revenue and operating results are likely to fluctuate materially, particularly as we cannot predict the timing of milestones. As a result our past performance may not be an indicator of our future performance.***

Our revenue, net income or loss and cash flow may be highly variable because our financial results will be affected by the timing of milestones, as and when undertaken, which may make it difficult for us to achieve consistent results of operations and may cause the price of our Equity Shares to fluctuate. We cannot predict when, or if, any realization of profits will occur. As a result of these variables, performance in a specific period should not be relied upon as being indicative of performance in future periods.

- 4. Failure to adhere to agreed timelines could adversely affect our reputation and / or expose us to financial liability.***

Typically contracts in the construction industry are subject to specific completion schedules with liquidated damages being payable in the event that the construction timelines are not adhered to. Failure to adhere to contractually agreed work completion schedules could impair to our reputation within the industry and burden us with additional financial commitments to pay liquidated damages.

5. *The sectors in which we operate are capital intensive in nature, and involve relatively long gestation periods, and we may not be able to raise the required capital for these projects or the capital to sustain these projects through their full development cycles, which could have a material adverse effect on our ability to complete our projects.*

Projects in the sectors in which we operate typically are capital intensive, involve relatively long gestation periods, and require us to obtain financing through various means. Whether we can obtain such financing on acceptable terms is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investors' confidence, our high levels of existing indebtedness and other factors beyond our control as well as on the timely completion of our projects. Therefore, our future financing attempts may not be successful or be on favorable terms. Any inability to arrange for financing on commercially acceptable terms could result in the loss of or inability to complete planned projects and materially affect our business and results of operations.

6. *Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability. The loss of a significant client or clients would have a material adverse effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Further the business with clients is based on regular requirements rather than any yearly contracts.*
7. *We are dependent upon few suppliers for our trading materials. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability. Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.*
8. *Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.*

Net Cash flow from	March 31, 2013	March 31, 2012
Operational Activities	(25.84)	(2.67)
Investing activities	(637.72)	(158.99)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations.

9. *If we are unable to retain the services of our Key Managerial Personnel, our business and our operating results could be adversely impacted.*

We are dependent on our Key Managerial Personnel for setting our strategic direction and managing our businesses. The loss of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition.

- 10. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.*

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity.

- 11. We have not made an application for registration of our trademark under the Trade Marks Act. Our ability to use the trademark may be impaired.*

Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. We have not made an application for registration of trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such name and logo by anybody by means of statutory protection.

EXTERNAL RISKS

- 1. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

- 2. Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.*

Natural calamities such as draughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely impact our business and our operating results. India's being a monsoon driven economy, climate change caused due to global warming bringing deficient / untimely monsoons could impact Government policy which in turn would adversely affect our business.

- 3. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.*

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

4. *Tax rates applicable to Our Company may increase and may have an adverse impact on our business.*

Any increase in the tax rates including surcharge and education cess applicable to us may have an adverse impact on our business and results of operations and we can provide no assurance as to the extent of the impact of such changes.

5. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued in the future. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and adversely affect our business, financial condition and results of operations.

6. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.*

There has been no public market for our Equity Shares. The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

7. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally

imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares.

The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**SECTION III - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT**

Information with respect to the shareholding of a beneficial owner:

Not Applicable

Shareholders' agreement:

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Information Document

SECTION IV

OUR MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

As per the Articles of Association of our Company, we are required to have not less than three (3) Directors and not more than twelve (12) Directors on its Board. As on date of the Draft Information Document, our Board consist of 4 (Four) Directors. Mr. Sanjay Kumar Singh is the Whole Time Director of our Company. Further, in compliance with the requirements of Clause 52 of the SME Equity Listing Agreement, our Board consist of 2 (Two) independent Directors.

The Board of Directors of our Company

The following table sets forth certain details regarding the members of our Company's Board as on the date of the Draft Information Document:

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office	Other Directorships
1.	<p>Mr. Sanjay Kumar Singh S/o Mr. Parshu Ram Singh</p> <p><i>Designation: Whole Time Director (Executive and Non-Independent)</i></p> <p><i>Address: 9/2788, Gali No.-3, Kaiash Nagar, Delhi - 110031</i></p> <p><i>Age: 33 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 06793460</i></p>	<p><i>Date of appointment:</i></p> <p>Appointed as Whole Time Director with effect from January 24, 2014</p> <p><i>Term: For a period of 5 years.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Antheia Trade Services Private Limited
2.	<p>Mr. Umesh Vaindil S/o Mr. Shiv Shanker Sharma</p> <p><i>Designation: Director (Non Executive Promoter Director)</i></p> <p><i>Address: J&K-135, J&K Block, Laxmi Nagar, Delhi - 110092</i></p> <p><i>Age: 36 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 06789400</i></p>	<p><i>Date of appointment:</i></p> <p>Appointed as Non Executive Director with effect from January 15, 2014</p> <p><i>Term: Liable to retire by rotation.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Antheia Trade Services Private Limited

3.	<p>Ms. Geeta Devi S/o Mr. Abhayraj</p> <p><i>Designation: Director (Non Executive and Independent)</i></p> <p><i>Address: F-2, CPWD Office Flats, Sarojini Nagar, Delhi, 110023</i></p> <p><i>Age: 36 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 06798848</i></p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director with effect from January 24, 2014</p> <p><i>Term: Liable to retire by rotation.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil
4.	<p>Mr. Daya Kishan S/o Mr. Kanta Prasad</p> <p><i>Designation: Director (Non Executive and Independent)</i></p> <p><i>Address: 437 Block No-25, Trilok Puri, Delhi - 110091</i></p> <p><i>Age: 38 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 06798845</i></p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director with effect from January 24, 2014</p> <p><i>Term: Liable to retire by rotation.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil

Note:

- 1) None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of the Draft Information Document.
- 2) None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
- 3) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 4) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management.

Brief Profile of the Directors of our Company

Mr. Sanjay Kumar Singh, aged 33 years, is a Whole Time Director of our Company. He has done his Graduation in Arts. He has more than 3 years of experience in the real estate business. He is responsible for overall planning & management of our Company. He takes care of day to day business of our

Company.

Mr. Umesh Vaindil, aged 36 years, is a Non Executive Director of our Company. He is a B.Com and MBA by qualification. He has over 8 years of experience in the field of finance, capital markets and related activities. The Board has the advantage of his wide experience in the financial services field. He is predominantly involved at the strategic level.

Ms. Geeta Devi, aged 36 years, is an Independent Director of our Company. She is an arts graduate. She has more than 7 years of experience in the field of legal matters. She was appointed as an Independent Director of our Company from January 24, 2014.

Mr. Daya Kishan, Inder Pal, aged 36 years is an Independent Director of our Company. He is a commerce graduate. He has more than 8 years of experience in the field of accounting and finance. He was appointed as an Independent Director of our Company from January 24, 2014.

Family relationship between Directors

None of our Directors are related to each other within the meaning of Section 6 of the Companies Act, 1956.

Terms and Conditions of Employment of the Directors

i. Whole Time Director

Mr. Sanjay Kumar Singh

Mr. Sanjay Kumar Singh is the Whole Time Director of our Company. He was designated as the Whole Time Director for a term of 5 years commencing w.e.f. January 24, 2014. The remuneration payable to him towards salary (inclusive of perquisites, performance bonus and allowances) shall not exceed ₹ 20,000 per month.

ii. No remuneration is payable to Mr. Umesh Vaindil being Non Executive Director of our Company.

iii. Independent Directors

Our independent Directors are not entitled to any sitting fees for attending meetings of the Board, or of any committee of the Board.

Corporate Governance

Our Company has complied with the corporate governance code in accordance with Clause 42 of the Listing Agreement, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee and Shareholder / Investors Grievance Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Further, our Company undertakes to take all necessary steps to comply with all the requirements of Clause 42 of the Listing Agreement to be entered into with the Stock Exchanges.

Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 42 of the Listing Agreement. Our Board has 4 Directors out of which two are independent directors in accordance with the requirement of Clause 42 of the Listing Agreement.

In terms of Clause 42 of the Listing Agreement, our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Shareholders/Investors Grievance Committee

1. Audit Committee

As on the date of the Draft Information Document the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Daya Kishan	Chairman	Non-executive and Independent
Ms. Geeta Devi	Member	Non-Executive and Independent
Mr. Sanjay Kumar Singh	Member	Executive and Non Independent

Our Company Secretary, Mr. Hitesh Kumar is the secretary of the Audit Committee.

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

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges;
7. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
11. Discussing with internal auditors on any significant findings and follow up thereon.
12. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
13. 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.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
15. To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
18. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
19. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Clause 52 of Listing Agreement

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minuted in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

2. Shareholders/ Investors Grievance Committee

As on the date of the Draft Information Document the Shareholders/ Investors Grievance Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Geeta Devi	Chairman	Non-executive and Independent
Mr. Umesh Vaidil	Member	Non-executive and Non -

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Daya Kishan	Member	Independent Non-executive and Independent

Our Company Secretary, Mr. Hitesh Kumar is the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of Clause 42 of the Listing Agreements with the Stock Exchanges and its terms of reference include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;
8. Ensure proper and timely attendance and redressal of investor queries and grievances.
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

SECTION V

OUR PROMOTERS

The Promoters of our Company are:

Individual Promoter:

1. Mr. Umesh Vaindil

Corporate Promoter:

2. Antheia Trade Services Private Limited

Brief profile of our Promoters is as under:



Mr. Umesh Vaindil, aged 36 years, is a Non Executive Director of our Company. He is a B.Com and MBA by qualification. He has over 8 years of experience in the field of finance, capital markets and related activities. The Board has the advantage of his wide experience in the financial services field. He is predominantly involved at the strategic level.

Driving License: N.A.
Voters ID: IPS0178483
PAN: ACQPV9593F

CORPORATE PROMOTER

1. Antheia Trade Services Private Limited (“ATSP”)

Corporate Information

ATSP was incorporated on March 23, 2012 under the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi & Haryana, Delhi. The Corporate Identification Number of ATSP is U74999DL2012PTC233390.

The registered office of ATSP is situated at 95B, Pocket-A, Mayur Vihar, Phase-II, Delhi - 110091.

The Company was initially promoted by Mr. Manish Gupta and Kumkum Gupta. Our current promoters acquired the company in February 2013.

Mr. Umesh Vaindil and Mr. Sanjay Kumar Singh are the current promoters of ATSP. ATSP is an unlisted company.

Current Nature of Activities

ATSP is engaged in the business of Trading and has not started commercial operation till date.

Board of Directors

The board of directors of ATSPIL as on date of this Draft Information Document is as follows:

Sr. No.	Name	Designation
1.	Mr. Umesh Vaindil	Director
2.	Mr. Sanjay Kumar Singh	Director

Shareholding Pattern

The shareholding pattern of ATSPIL as on date of this Draft Information Document is as follows:

Sr. No.	Name of Shareholders	Number of Shares	Percentage of share capital (%)
1	Mr. Sanjay Kumar Singh	8,500	85
2	Mr. Umesh Vaindil	1,500	15
Total		10,000	100.00

Other disclosures:

ATSPIL has not made any public issues or rights issue in the preceding three years prior to the date of this Draft Information Document. ATSPIL is not a 'sick company' as defined in SICA nor have winding up proceedings been initiated against ATSPIL.

ATSPIL currently holds 30,10,000 Equity Shares i.e. 24.40% of the Paid up Equity capital of our Company.

Our Promoters and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, neither our Promoters, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against him.

Other Ventures of Promoter

Our Promoters do not have any other ventures.

SECTION VI - RELATED PARTY TRANSACTIONS

Related party disclosure in accordance with AS - 18

Our Company has not entered into any related party transactions other than issue of equity capital.

SECTION VI - LEGAL PROCEEDINGS

I. Litigations involving our Company

A. *Against our Company*

NIL

Income Tax related matters

NIL

B. *By our Company*

NIL

II. Litigations involving our Directors / Promoters

A. *Against our Directors / Promoters*

Nil

B. *By our Directors / Promoters*

Nil

III. Litigations involving our Group Entities

A. *Against our Group Entities : Nil*

B. *By our Group Entities: Nil*

IV. Other litigations involving any other entities which may have a material adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule XIII of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

V. Potential Litigations

There are no potential litigations against our Company, our Promoters, our Directors, our Subsidiary or our Group Entities that we are currently aware of or in connection with which, we have received notice.

VI. Details of the past penalties imposed on our Company / Directors

As on the date of the Draft Information Document, no penalties have been imposed on our Company or any of our Directors.

SECTION VIII

DECLARATION

We, the undersigned, hereby certify that, all the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified), and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Information Document is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true, fair, accurate and correct.

Signed by all the Directors of Jigyasa Infrastructure Limited

Name and designation	Signature
Mr. Sanjay Kumar Singh <i>Whole Time Director</i>	
Mr. Umesh Vaindil <i>Director</i>	
Ms. Geeta Devi <i>Independent Director</i>	
Mr. Daya Kishan <i>Independent Director</i>	

Signed by the Manager - Finance

Mr. Mohit Kumar

Place: **New Delhi**

Date: February 06, 2014