

DRAFT INFORMATION MEMORANDUM
[In accordance with SEBI (Listing of
specified securities on Institutional Trading
Platform) Regulations, 2013]



SAGITARIUS ADVERTISING LIMITED

Our Company was originally incorporated as “Sagitarius Advertising Private Limited” on 23rd July, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Sagitarius Advertising Limited” (SAL) vide fresh certificate of incorporation dated 17th January, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

Registered office & Corporate Office: Office No. 102, Sagar Galaxy, LSC 2, Plot No. 12, Pocket B, Mayur Vihar Phase -2, Delhi - 110 091; Tel: +91 11-32997535

Website: www.sagadv.com; E-Mail: sagadv@yahoo.com

Contact Person & Compliance Officer: Ms. Firdos Khan, Company Secretary

PROMOTERS OF THE COMPANY: MR. GAURAV AGARWAL & M/S. MASTER PIECE INFOCOM PRIVATE LIMITED

This Information Document is In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME.

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GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “SAL”, “the Company”, “our Company” are to Sagitarius Advertising Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at Office No. 102, Sagar Galaxy, LSC 2, Plot No. 12, Pocket B, Mayur Vihar Phase -2, Delhi - 110 091. Furthermore, all references to the terms “we”, “us” and “our” are to Sagitarius Advertising Limited.

Company/ Industry related terms

Term	Description
Act/Companies Act, 2013	The Companies Act, 1956 or such other replaced provisions under the Companies Act, 2013 as may be applicable.
AGM	Annual General meeting
Articles/Articles of Association	Articles of Association of the Company
AS	Accounting Standard as issued by the Institute of Chartered Accountant of India
Auditor	M/s Mrigank Raj & Associates, Chartered Accountants the statutory auditors of our Company.
Board/Board of Directors of the Company	Board of Directors of our Company i.e. Sagitarius Advertising Limited
BSE	BSE Limited
BSE-SME	SME platform of BSE Limited
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	The Depositories Act, 1996 and amendment thereto.
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of Equity Shares of Our Company
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
ITP	Institutional Trading Platform
Memorandum/Memorandum of Association	Memorandum of Association of the Company
NSDL	National Securities Depository Limited
Promoter(s)	Mr. Gaurav Agarwal & M/s. Master Piece Infocom Private Limited
RBI	Reserve Bank of India
ROC	Registrar of Company, National Capital Territory of Delhi & Haryana.
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
T.P.	Transfer of Property Act, 1882
SEBI	Securities and Exchange Board of India
Stock Exchange	Shall refer to the BSE Limited where the Shares of the Company proposed to list.

Abbreviations

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.Com	Bachelor of Commerce
B.A.	Bachelor of Arts
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
FY / Fiscal	Financial Year
GDP	Gross Domestic Product
GRDI	Global Retail Development Index
GIR Number	General Index Registry Number
OOH	Out of Home
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
M.Com	Master in Commerce
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
Eqty	Equity
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	Registrar of Company, National Capital Territory of Delhi & Haryana.
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

GENERAL INFORMATION

SAGITARIUS ADVERTISING LIMITED

Our Company was originally incorporated as “Sagitarus Advertising Private Limited” on 23rd July, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Sagitarus Advertising Limited” (SAL) vide fresh certificate of incorporation dated 17th January, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

REGISTERED OFFICE:

Office No. 102, Sagar Galaxy,
LSC 2, Plot No. 12, Pocket B,
Mayur Vihar Phase -2,
Delhi - 110 091
Tel: +91 11-32997535;
Fax: +91 11 32997535
Website: www.sagadv.com;
E-Mail: sagadv@yahoo.com;

COMPANY REGISTRATION NUMBER: 166154

COMPANY IDENTIFICATION NUMBER: U72300DL2007PLC166154

ADDRESS OF REGISTRAR OF COMPANIES

4th Floor, IFCI Tower,
61, Nehru Palace,
New Delhi- 110019
Tel: 011-26235707, 26235708, 26235709
Fax: 011-26235702
Email: roc.delhi@mca.gov.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Gaurav Agarwal	Whole-time Director	06785022	E-13, 1 st Floor, Room No. 4, Gali No. 20, Madhu Vihar, New Delhi - 110092
Mr. Ajit Kumar Tandon	Non-Executive Non Independent Director	06789261	B-94, Block - B, Swasthya Vihar, Delhi - 110092
Mr. Virendra Kumar	Non-Executive Independent Director	06797298	254/422, Block 25, Trilokpuri, Delhi - 110091
Mr. Pradeep Kumar	Non-Executive Independent Director	06799535	F-2, CPWD Enq. Office Flats, Sarojini Nagar, New Delhi - 110023

For further details of Management of our Company, please refer to section titled "Our Management" on page 35 of this Information Memorandum.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Firdos Khan
Office No. 102, Sagar Galaxy,
LSC 2, Plot No. 12, Pocket B,
Mayur Vihar Phase -2,
Delhi - 110 091
Tel: +91 11-32997535;
Fax: +91 11 32997535
Website: www.sagadv.com;
E-Mail: sagadv@yahoo.com;

STATUTORY AUDITORS

M/s. Mrigank Raj & Associates,
Chartered Accountants
G-19, Laxmi Nagar,
New Delhi-110092
Contact Person: Mr. Mrigank Raj
Membership Number: 517684
Firm Registration No. -023181N

INVESTING MERCHANT BANKER

UNICON CAPITAL SERVICES PRIVATE LIMITED.

3rd Floor, 'A' wing, Vilco Center,
8, Subhash Road, Vile Parle (East),
Mumbai - 400 057.
Tel: +91-22-4359 1628
Email: mb@unicon.in
Website: www.uniconindia.in
SEBI Regn. No: INM 000001609

REGISTRAR OF THE COMPANY

MAS SERVICES LIMITED

T-34, 2nd Floor, Okhla Industrial Area
Phase - II, New Delhi - 110020
Tel No.: +91-11-26387281/82/83
Fax No.: +91-11-26387384
Website: www.masserv.com
E-mail ID: info@masserv.com
Contact Person: Mr. Sharwan Mangla
SEBI Registration No: INR000000049

Absolute Responsibility of Sagitarius Advertising Limited

Sagitarius Advertising Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum 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 this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors do not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court;
3. 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;
4. No regulatory action has been taken against the company, its promoter or director, 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;
5. We have been incorporated on 23rd July, 2007 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. We have completed fiscal 2012-13 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. Unicon Capital Services Private Limited (A SEBI Registered Merchant Banker) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has conducted due diligence and invested a sum of Rs. 50.00 Lacs on dated 11th February, 2014 by applying 5,00,000 Equity Shares of our Company at a price of Rs. 10 Each and these shares would be under lock in for a period of three years from the date of listing.
9. In accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter i.e. M/s. Master Piece Infocom Private Limited has given their consent to lock-in 25,99,400 Equity Share representing 20.00 % of Paid up Capital of the Company.
10. We have entered tripartite depository agreement with CDSL & NSDL.

SECTION I - BUSINESS

Description of our Business and Operations:

Sagitarium Advertising Limited, starting with advertising contractors, advertisers, advertising agents, established its footprint on 23rd July, 2007 as Sagitarium Advertising Private Limited.

During the current year of 2014, the company's status was converted from private limited to public limited and consequently, the name was changed to the present one as Sagitarium Advertising Limited with effect from 17th January of the year 2014 vide fresh certificate of incorporation issued by the Registrar of Companies National Capital Territory of Delhi & Haryana.

We are an Out-of-Home (OOH) media solutions company, whereby we provide our clients non Digital OOH media solutions for our clients. Our Non Digital OOH media solutions include creating and offering result oriented solutions for clients. We provide brand marketers with a range of out-of-home venues, platforms, demographics and psychographics to build brand affinity. Currently our solutions are focused in Delhi and NCR regions of India. Delhi is considered as Media and advertising Hub of India.

Out-of-Home - OOH media advertising (Outdoor advertising) refers to any form of media or advertising which targets and impacts consumers out of the home. OOH media advertising (Outdoor advertising) gives your brand a broader, yet targeted reach Outdoor advertising media includes a multitude of Outdoor advertising options, all of which offer their own unique impact - *Billboards, Walls, Bus and Metro train Media, Malls, Specialty Advertising Signs, Mobile Billboards, Hoardings and more* which we can provide. There are an increasing number of alternative choices that bring outdoor advertising to a more personal level.

We have commenced our Operations in fiscal 2013 and cloaked a revenue of over Rs. 250 Lacs in our first year of operations.

Key business processes:

Sourcing the clients: We constantly through our marketing team visits prospective clients and present our portfolio of products and source clients. Our motive is not just to be associated with the client for billing but as an extension of their marketing team, and be a one-stop-shop for all of the client's advertising requirements.

Media Planning: A well thought strategy needs to be followed up, it is a planning stage where budgets are dissected and allocated, resource allocation is configured and timing and period is frozen.

Media Buying: Buying according to plan calls for negotiation skills. We have specific set of space providers to whom we negotiate and finalize the deals.

Competition

The media and advertisement is highly competitive and fragmented, and we face competition from various players in the industry. Some of our competitors have greater financial, marketing, sales and other resources than we do. Moreover, we compete with the players of traditional advertisement and digital media segment. Competitive conditions in certain markets may have a material adverse effect on our operations in that market.

Marketing Arrangement

Our Company is primarily focused in Delhi and adjacent territories. The marketing strategy of the company is the combination of direct marketing, using our marketing force. Conversation with clients on an individual basis, educating them and discussing the strategy all the year round is part of the strategy. We support our marketing efforts with the activities at the grass root level through field work by maintaining regular contacts and meetings. We also participate regularly in exhibition and fairs being conducted at various levels.

Our Mission:

1. To provide maximum mileage within the given budget.
2. To offer the best quality, service, strategy, sites and solutions.
3. To deliver anything and everything under OOH with a sense of competitive urgency.

Products

1. Pvc flex banner
2. Sign Board
3. Glow Sign Boards
4. LED Sign Board
5. Corporate Sign Board
6. Flex boards
7. Flex banner
8. Pvc flex sheet
9. Flex banner printing materials
10. Other Products

Few of our clientele are listed below:

11. M/s Eli Pharmaceuticals
12. Vision Infraninfra Nirman Pvt Ltd

Raw Materials:

In our segment there is no requirement of any raw material.

Industry Segment overview:

INDIAN OUTDOOR ADVERTISING MARKET

Outdoor advertising is the oldest form of advertising. The outdoor media includes outdoor advertising in several forms- such as posters, billboards, hoardings, unipoles, translights etc. These can be referred to as the traditional media options. Where as, the world of outdoor advertising comprises of much more. There are non-standardized signs such as roadside signs, highway advertising and innovative mediums like transit advertising, mall advertising etc. that all come under outdoors' domain. Hence, evolving a more encompassing form of advertising called **Out-of-Home advertising (OOH)**.

Outdoor advertising is one of those industries that one could say never changes, or is constantly changing. On one hand, it is always the same. Local business is the biggest chunk of revenue for us. Static billboards are still just as impactful today as they ever were. They still break through the clutter by demanding the attention of a captive audience. The out of home medium is still one of the most cost effective ways to reach your target audience.

On the other hand, the industry has seemed to have changed quite a bit in the last few years. Some of the biggest industry transformations have been measurement, technology, and creative elements allowing for customer interaction. In India, the estimated size of the Out of Home (OOH) industry was Rs 15 billion in 2008, which is projected to become almost twice its current size in 2013 i.e. 25 billion.

When looking ahead at what the industry has to look forward to in 2014, one thing is certain - there will be some trends to watch.

GROWTH OF OOH IN INDIA

In the current scenario, the key requirement of OOH medium is a standardised measuring tool to justify spending in terms of RoI. Also there is a need of introduction of better technology and innovation to break the cluttered presence. Digital OOH has provided new touch points to marketers. It is still experimenting and evolving. So, currently it serves more as a support medium to the main campaign. With the kind of control digital provides to a marketer, it can play a vital role in coming times. Constant innovation and making it more interactive is the way forward for OOH.

As the industry hopes for universal measurement currency, Proof of Performance Data Services (PoP) introduced 'Visibility Ratings' to reach the target audience 'at lower costs'. The planning tool provides a rating for each hoarding based on multiple parameters such as visibility of the media in milliseconds, length and width of media, visibility distance in meters, angle from the road, locational considerations (moving traffic or near an intersection), and traffic, among others. PoP has on its agenda a mechanism to capture a rating.

WAY AHEAD

The only way forward is to have the probable OTS (opportunity to see) for the media on a particular stretch of the roads in any city. This can be determined by the number of passengers or pedestrians passing through the stretch. Therefore, actual traffic count is the only proposition, which can give an indicative figure in this regard. Once this data is ready, it'll get accepted. However, this can be done for top cities only, depending upon the priority of the agency, which facilitates the exercise. This too only will decide the time frame for this tool.

It's important to note that outdoor medium has evolved in malls and multiplexes, which holds out a good deal of hope and potential. Brands want to engage with the consumers more than ever before. There are several opportunities that this medium can tap into and Transit Media, Hoardings, Street Furniture, Neon have empowered the medium enabling it to grow and sustain itself in the highly competitive advertisement sphere.

Intellectual Property:

Presently, we do not own any patent or trademark.

Licenses:

Our business operations do not envisage any requirement of licenses.

Franchisee / concessions:

As on date we do not have any franchisee. We have not entered in to any concession agreements.

Working Capital:

Our Working capital comprises primarily of receivables from our debtors and Short term loans and advances etc.

As on 31st March, 2013, our working capital comprised of followings:

Particulars	Amount (Fiscal 2013) Rs. in Lacs
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Particulars	Amount (Fiscal 2013) Rs. in Lacs
Inventories	-
Trade Receivables	261.74
Short term loans and Advances	5.12
Cash and Bank Balances	0.20
Other Current Assets	-
Total (A)	267.06
Less:	
Trade Payables	262.50
Other Current Liabilities	2.20
Short term provisions	0.71
Total (B)	265.41
Net Working Capital (A-B)	1.65

We have funded our entire working capital requirement from our own funds. Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) as well as through its own funds.

Research & Developments:

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

Human Resources:

The details of manpower employed as on date are as under:

Sr. No	Category	No. of employees
1.	Whole - Dime Director	1
2.	Accounts, Administration & Finance	3
3.	Marketing Department	3
4.	Company Secretary	1
5.	Other Staff	2
	TOTAL	10

FINANCIAL INFORMATION

The audited annual Balance Sheet, Profit & Loss Account, Cash Flow statement, with attendant annexure and notes to accounts for the fiscal 2012-2013 is produced as under:-

INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS
SAGITARIUS ADVERTISING PRIVATE LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **Sagitarius Advertising Private Limited** which comprise the balance sheet as at 31 March 2013 and the statement of profit and loss for the year ended on that date annexed thereto.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

Auditor's Responsibility

We conducted our audit in accordance with the auditing standards generally acceptable in 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 statements, 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 statements 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 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 explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2013;
- (ii) in the case of the statement of profit and loss, of the profit 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, as amended, 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 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 our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
- e. On the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Mrigank Rai & Associates
Chartered Accountants
Firm's registration number: 023181N
Sd/-
MRIGANK RAI
Partner
Membership number: 517684

Place: Delhi
Date: 14/09/2013

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **the Sagitarius Advertising Private Limited** to the year ended 31 March 2013. We report that:

- a) The company has no Fixed Assets so this clause is not applicable.
- b) The company has no Inventory so this clause is not applicable.
- c) The company has not taken any unsecured loan so this clause is not applicable.
- d) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- e)
 - a) According to the information and explanations given to us, we are in the opinion that the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - b) In our opinion, and according to the information and explanation given to us, the transactions that need to be entered in the register in pursuance of section 301 of the Act have been entered, and the transaction have been made at price which are reasonable with regard to the prevailing market prices at the relevant time.
- f) The Company has not accepted any deposits from the public & consequently, the directives issued by the Reserve Bank of India, the provisions of section 58-A and 58-AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- g) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- h) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- i)
 - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, customs duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - c) According to the records of the Company, no dues outstanding of sales-tax, Investor education and protection fund, income-tax, custom duty, wealth-tax, excise duty and cess on account of any dispute.
- j) The Company has no accumulated losses at the end of the financial year.
- k) Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any dues to a financial institution, bank or debenture holders.

- l) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- m) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- n) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- o) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- p) Since the company has not taken any term loan so this clause is not applicable.
- q) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment
- r) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- s) The company has not issued any debentures. Accordingly, clause 4(xix) of the order is not applicable.
- t) The company has not raised any money by public issue during the year. Accordingly, clause 4(xx) of the order is not applicable.
- u) Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of audit.

For Mrigank Rai & Associates
Chartered Accountants
Firm's registration number: 023181N
Sd/-
MRIGANK RAI
Partner
Membership number: 517684

Place: Delhi
Date: 14/09/2013

BALANCE SHEET AS AT 31ST MARCH, 2013

(AMOUNT IN RS.)

Particulars	Note	As at 31.03.2013	As at 31.03.2012
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2.1	1,105,000	1,105,000
(b) Reserves and Surplus	2.2	19,159,687	19,066,837
<u>(2) Current Liabilities</u>			
(a) Trade Payable	2.3	26,250,000	-
(b) Other current liabilities	2.4	220,000	-
(c) Short Term Provision	2.5	71,420	5,000
TOTAL		46,806,107	20,176,837
II.ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Non-current investments	2.6	20,100,000	20,100,000
<u>(2) Current Assets</u>			
(a) Trade Receivables	2.7	26,174,354	-
(b) Cash and Cash Equivalents	2.8	20,032	32,337
(c) Short-term loans and advances	2.9	511,722	-
(d) Other Current Assets	2.10	-	44,500
TOTAL		46,806,107	20,176,837

STATEMENT OF PROFIT AND LOSS 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	2.11	26,686,075	-
II. Other Income		-	-
III. Total Revenue (I +II)		26,686,075	-
<u>IV. Expenses:</u>			
Cost of materials consumed		26,250,000	-
Employee benefit expense	2.12	48,000	-
Other expenses	2.13	189,305	7,100
Total Expenses		26,487,305	7,100
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	198,770	(7,100)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		198,770	(7,100)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		198,770	(7,100)
X. Tax expense:			
(1) Current tax		61,420	-
(2) Deferred tax Liabilities / (Assets)		-	-
XI. Profit (Loss) from the operations.	(IX-X)	137,350	(7,100)
DISCONTINUING OPERATIONS			
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)		137,350	(7,100)
XVI. Earning per equity share:			
(1) Basic		1.24	-
(2) Diluted		1.24	-

CASH FLOW STATEMENT

(Amount in Rs.)

PARTICULARS	2012-13	2011-12
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	198,770	7,100
2. Adjustment for:		
Add: Depreciation & Amortization Expenses	-	-
Operating Profit before Working capital changes	198,770	(7,100)
3. Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(26,174,354)	
Decrease (Increase) in Inventories	-	
Decrease (Increase) in Short Term Provision	-	
Decrease (Increase) in Other Current Assets	-	
Increase (Decrease) in Trade & Other Payables	26,250,000	
Increase (Decrease) in Other Current Liabilities	5,000	2,500
Increase (Decrease) in Other Liabilities	220,000	-
Net Changes in Working Capital	300,647	2,500
Cash Generated from Operations	499,417	(4,600)
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	499,417	(4,600)
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	-
(Increase) Decrease in Short Terms Loans & Advances	(511,722)	-
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	-	-
Net Cash Flow from Investing Activities (B)	(511,722)	-
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital	-	
Increase in Other Long Terms Borrowings		
Increase in Short Terms Borrowings	-	
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	-
Proceeds from/(Refund) Share Application Money	-	-
Net Cash Flow from Financing Activities (C)	-	-
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(12,305)	(4,600)
Cash and cash equivalents at the beginning of the year / Period	32,337	36,937
Cash and cash equivalents at the end of the year/ Period	20,032	32,337

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

1- SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

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

1.2 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.

1.3 Recognition of Income

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

1.4 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.

1.5 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 recognized only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realized.

1.6 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.

1.7 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.

1.8 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.

1.9 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.

1.10 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.

2- NOTES TO THE ACCOUNTS

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

2.2. Reconciliation of Nos. Of Shares

Particulars	2012-13	2011-12
Number of Equity Shares at the beginning	110500	110500
Add:- Number of Shares Issued	-	-
Number of Equity Shares at the end	110500	110500

2.3. All the investments made by the company are valued at Cost.

2.4. Managerial Remuneration: Nil

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

2.6. Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognized unless there is virtual certainty with respect to the reversal of the same in future years.

2.7. 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 adaptation of the revised Schedule VI requirements has significantly modified the presentation and disclosures which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.

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

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

2.10. Value of Import on CIF Basis : Nil

2.11. Earnings in Foreign Exchange (FOB Value) : Nil

2.12. Expenditure in Foreign Currency: Nil

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

Note : 2.1 Share Capital

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	<u>Authorized Capital</u>		
	1,20,000 Equity Shares Of Rs 10 Each	1,200,000	1,200,000
	<u>ISSUED, SUBSCRIBED & PAID UP CAPITAL</u>		
	1,10,500 Equity Shares Of Rs 10 Each	1,105,000	1,105,000
	Total	1,105,000	1,105,000

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

The reconciliation of the number of share outstanding and the amount of share capital as at March 31, 2013 and March 31, 2012 is set out below.

Reconciliation of Number of Shares:

Particulars	As at 31.03.2013		As at 31.03.2012	
	Number	Amounts	Number	Amounts
<i>Shares outstanding at the beginning of the year</i>	110,500	1,105,000	-	-
<i>Shares Issued during the year</i>	-	-	110,500	1,105,000
<i>Shares bought back during the year</i>	-	-	-	-
<i>Shares outstanding at the end of year</i>	110,500	1,105,000	110,500	1,105,000
Total	110,500	1,105,000	110,500	1,105,000

Detail of shares held by each shareholder holding more than 5 % shares

Particulars	As at 31.03.2013		As at 31.03.2012	
	Number	%	Number	%
<i>Funny Software Pvt Ltd</i>	30,500	27.60%	30,500	27.60%
<i>Glamour Steels Private Limited</i>	29,500	26.70%	29,500	26.70%
<i>Master Piece Infracom Private Limited</i>	40,500	36.65%	40,500	36.65%

Note : 2.2 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Security Premium	19,095,000	19,095,000
	<u>Surplus (Profit & Loss Account):</u>		
	Opening Profit & Loss Account	(28,163)	(21,063)
	Add: Current Year Profit / (loss)	137,350	(7,100)
		109,187	(28,163)
	Less: Misc. Expenditure Written off	(44,500)	-
		64,687	(28,163)
	Total	19,159,687	19,066,837

Note : 2.3 Trade Payable

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Sanjivni Commotrade	50,00,000	-
	Global Marketing	30,00,000	-
	A to Z Trading Co.	30,00,000	-
	Kundan Trading Enterprises	30,00,000	-
	Meenakshi Udyog India	15,00,000	-
	Sunstar Precision	35,00,000	-
	Aries Commercial	25,00,000	-
	Other	47,50,000	-
	Total	2,62,50,000	-

Note : 2.4 Expenses Payable

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Expenses Payable	220,000	-
	Total	220,000	-

Note : 2.5 Short Term Provisions

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Audit Fees	10,000	5000
	Provision for Tax on 2012-13	61,420	-
	Total	71,420	5000

Note : 2.6 Non Current Investments

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Unquoted Investments:		
	Accurate Buildwell Private Limited	67,00,000	67,00,000
	Lunar Builders Private Limited	64,00,000	64,00,000
	Crew Marketing Pvt Ltd	70,00,000	70,00,000
	Total	20,100,000	20,100,000

Note : 2.7 Trade Receivable

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Secured, Considered Good		
	M/s Eli Pharma	25,074,354	-
	Vision Infraninfra Nirman Pvt Ltd	1,100,000	-
	Total	26,174,354	-

Note : 2.8 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
(a)	Cash in Hand	20,032	21,679

(b)	Balance with Banks:		
	Current Accounts	-	10,658
	Total	20,032	32,337

Note : 2.9 Short Term Loans & Advances

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	TDS Receivable 2012-13	5,11,722	-
	Total	5,11,722	-

Note : 2.10 Other Current Assets

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Preliminary Expenses	-	44,500
	Total	-	44,500

Note : 2.11 Revenue

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Sale of Products	1,100,000	-
	Sale of Services	25,586,075	-
	Total	26,686,075	-

Note : 2.12 Employee Benefit Expenses

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Salary & Wages	48,000	-
	Total	48,000	-

Note : 2.13 Other Expenses

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
	Audit Fees	5,000	2,500
	Freight & Forwarding	100,000	-
	Accounting Charges	7,500	-
	Conveyance	4,336	-
	Packing Charges	45,000	-
	Office Repair & Maintenance	5,456	-
	Rent	3,000	-
	Misc. Exps.	-	4,600
	Electricity Exp.	2,335	-
	Printing and Stationary	3,586	-
	Bank Charges	10,658	-
	Telephone Charges	2,434	-
	Total	189,305	7,100

CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum is set forth below.

Sr. No	Particulars	Aggregate value at face value / Aggregate Nominal Value (Rs. in Lacs)
A.	Authorized Share Capital	
	1,30,00,000 Equity Shares of face value of Rs.10 each	1300.00
B.	Issued, subscribed and paid-up Equity Share Capital	
	1,29,97,000 Equity Shares of face value of Rs.10 each	1299.70

The Equity Share Capital history of our Company, is set forth below.

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration on other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
23/07/2007	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
31/03/2008	1,00,500	10	10	Cash	Further Allotment	1,10,500	11,05,000	Nil
10/10/2013	16,57,500	10	NA	NA	Bonus Ratio 15:1	17,68,000	1,76,80,000	Nil
15/10/2013	32,10,000	10	10	Cash	Further Allotment	49,78,000	4,97,80,000	Nil
11/02/2014	8,30,000	10	10	Cash	Further Allotment	58,08,000	5,80,80,000	Nil
20/02/2014	8,28,500	10	10	Cash	Further Allotment	66,36,500	6,63,65,000	Nil
22/02/2014	8,30,000	10	10	Cash	Further Allotment	74,66,500	7,46,65,000	Nil
24/02/2014	9,20,500	10	10	Cash	Further Allotment	83,87,000	8,38,70,000	Nil
26/02/2014	11,20,000	10	10	Cash	Further Allotment	95,07,000	9,50,70,000	Nil
28/02/2014	13,62,500	10	10	Cash	Further Allotment	1,08,69,500	10,86,95,000	Nil
01/03/2014	11,52,500	10	10	Cash	Further Allotment	1,20,22,000	12,02,20,000	Nil
03/03/2014	9,75,000	10	10	Cash	Further Allotment	1,29,97,000	12,99,70,000	Nil

Shareholding of our Promoters:

Set forth below are the details of the build-up of shareholding of our Promoters

1. MR. GAURAV AGARWAL						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Shareholding %
17/01/2013	Cash	110000	10	10	Transfer	
Total		110000				0.85

2. M/S. MASTER PIECE INFOCOM PRIVATE LIMITED						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %
31/08/2013	Cash	40500	10	10	Acquisition	
10/10/2013	Cash	607500	10	NA	Bonus (Ration 15:1)	
17/01/2014	Cash	2620000	10	10	Transfer	
Total		32,68,000				25.14

Statement showing Share Holding Pattern of Sagitarius Advertising 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	110000	-	0.85	-	-

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)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	3268000	-	25.14	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(1)	2	3378000	-	25.99	-	-
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(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	3378000	-	25.99	-	-
(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	-	3.85	NA	NA
	Sub-Total (B)(1)	1	500000	-	3.85	NA	NA

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
(2)	Non- institutions						
(a)	Bodies Corporate	8	218000	-	16.77	NA	NA
(b)	Individuals	249	6939000	-	53.39		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	Sub-Total (B)(2)	357	9119000	-	70.16	N.A	N.A
	Total Public Shareholding (B)= (B)(1)+(B)(2)	358	9619000	-	74.01	N.A	N.A
	TOTAL (A)+(B)	360	12997000	-	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)	Number of warrants held	As a % total number of warrants	Number of convertible securities held	As a % total number of warrants	

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
1	Mr. Gaurav Agarwal	110000	0.85	0	0.00	0.00	0	0.00	0	0.00	-
2	Master Piece Infocom Pvt. Ltd.	3268000	25.14	0	0.00	0.00	0	0.00	0	0.00	-
	TOTAL	3378000	25.99	0	0.0	0.00	0	0.00	0	0.00	-

(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	MAMA’S LITTLE DONUT PVT. LTD.	1400000	10.77
2	UNICON CAPITAL SERVICES PVT. LTD.	500000	3.85
3	MUKESH LABHUBHAI DHAMBI	250000	1.92
4	VINOD BAHL	250000	1.92
5	ASHOK KUMAR	250000	1.92
6	POOJA MUKESHBHAI DHAMBI	250000	1.92
	TOTAL	2900000	22.30

(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	Unicon Capital Services Private Limited	5,00,000	3.85
2	Master Piece Infocom Gears Private Limited	25,99,400	20.00
	TOTAL	30,99,400	23.85

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		NIL		
	TOTAL	NIL		

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1 % of the total number:

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		NA		
	TOTAL	NIL		

PROPERTY

Descriptions of Properties of Company are set forth below.

Registered Office:

We operate from our registered office situated at Office No. 102, Sagar Galaxy, LSC 2, Plot No. 12, Pocket B, Mayur Vihar Phase -2, Delhi - 110 091, which is a rented premise.

SECTION II - RISK FACTORS

INTERNAL RISK FACTORS

1. The Registered Office of our Company are not owned by us.

We operate from our registered office situated at Office No. 102, Sagar Galaxy, LSC 2, Plot No. 12, Pocket B, Mayur Vihar Phase -2, Delhi - 110 091, which is a rented premise. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

2. We have reported negative cash flows.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

Particulars	(Rs. Lacs)	
	31.03.13	31.03.12
Net Cash flow from Operative activities	4.99	(0.05)
Net Cash Flow from investing activities	(5.12)	-
Net Cash Flow from Financing activities	-	-
Net Cash Flow for the Year	(0.13)	(0.05)

3. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

4. We have entered into certain related party transactions and may continue to do so.

We have entered into related party transactions with our Promoters, Group Company, Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 42 of this Information Memorandum.

5. Our Company does not have any long term supply contracts with our customers which may adversely affect our results of operations.

Our Company does not have any long term commitments with our customers for purchases of our products. As a result, we may be dependent on the recurring purchase orders received from time to time. There is no assurance that our Company will continue to receive purchase orders for our products either on substantially the same terms or at all, which could have an adverse effect on our Company's operations and profitability. Further, any change in the buying pattern of our end users can adversely affect the business and results of operations of our Company.

- 6. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.**

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

- 7. Our trademark is not registered 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. Currently, we do not have a registered 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 logo by anybody by means of statutory protection.

- 8. We face substantial competition in the industry; our revenues could get affected in case we are not able to obtain customers and orders.**

The advertisement industry is a highly competitive. We will face significant competition from existing players and potential entrants in the industry. Further, we will face significant competition mainly from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

- 9. All of our facilities would be geographically located in one area only**

All of our facilities would be geographically located in one area only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

EXTERNAL RISK FACTORS

- 10. Political, economic and social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

- 11. Natural calamities and force majeure events may have an adverse impact on our business.**

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

- 12. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.**

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (“IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

13. Any downgrading of India’s debt rating by a domestic or international rating agency could negatively impact our business.

Any adverse revisions to India’s credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

14. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

15. The new Companies Act, 2013 is in the process of being implemented and any developments in the near future may be material with respect to the disclosures to be made in this Information memorandum.

The Companies Act, 2013 has been published on August 29, 2013 and Section 1 of the said Act was notified on August 30, 2013 while 98 more sections were notified as on September 12, 2013. Though we have incorporated the relevant details pertaining to the new Companies Act, 2013 (to the extent notified) in this Information Memorandum, any further notifications by the MCA after our filing of this Information Memorandum may be material with respect to the disclosures to be made in the Information Memorandum. The Companies Act, 2013 is expected to replace the existing Companies Act, 1956. The Companies Act, 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, the requirements for independent directors, director’s liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or

otherwise, of the Companies Act, 2013 on the Issue, and on the business, prospects and results of operations of the Company.

RISKS RELATING TO THE EQUITY SHARES

- 16. Our Company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company.**

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders. Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our advisory business, and these could materially reduce our revenue or income.

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

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 18. The price of our Equity Shares may be volatile.**

The trading price of our Equity Shares may fluctuate after the listing 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, 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.

- 19. Active trading market for our Equity Shares may not develop.**

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of BSE SME. We can not assure that pursuant to listing on ITP, active trading market of our Equity Shares or for securities convertible in to Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

Pursuant to There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.

- 20. 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.**

Pursuant to listing, 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 shareholders ability to sell Equity Shares at any particular time.

SECTION III - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class / Type of Securities	Name and Address of Benefice Owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of this Information Memorandum.

SECTION IV - OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Date of Assuming office in the Company	Status of Directorship in our Company
1. Mr. Gaurav Agarwal S/o Mr. Anil Agarwal E-13, 1 st Floor, Room No. 4, Gali No. 20, Madhu Vihar, New Delhi - 110092 Occupation: Business Nationality: Indian Tenure: 5 years w.e.f. 25th January, 2014 DIN: 06785022	35 Yrs	25/01/2014	Whole-time Director
2. Mr. Ajit Kumar Tandon S/o Mr. Pran Nath Tandon B-94, Block - B, Swasthya Vihar, Delhi - 110092 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06789261	63 Yrs	05/10/2013	Non Executive Non Independent Director
3. Mr. Virendra Kumar S/o Mr. Ram Avadh 254/422, Block 25, Trilokpuri, Delhi - 110091 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06797298	29 yrs	11/02/2014	Non Executive Independent Director
4. Mr. Pradeep Kumar F-2, CPWD Enq. Office Flats, Sarojini Nagar, New Delhi - 110023 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06799535	28 Yrs	29/01/2014	Non Executive Independent Director

DETAILS OF DIRECTORS

- Gaurav Agarwal** - Aged 35, is a Whole Time Director of the Company. He has done his Master in commerce. He has more than 10 years of experience in leadership positions in the finance domain. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed

2. **Mr. Ajit Kumar Tandon** aged 63 years, is Non - Executive Director of our Company. He is Bachelor in Arts. He has 38 years of experience in administration and commercial operation of the Industry. He predominantly responsible for implementation decisions with development teams including scheduling of tasks guaranteeing quality of deliveries.
3. **Mr. Virender Kumar** aged 29 Years, is an Independent Director of our Company. He is Commerce graduate. He has more than 7 years of experience in the field of research & marketing sector. He is responsible for the successful creation and delivery of the Company's products to marketplace by managing technical risks and opportunities.
4. **Mr. Pradeep Kumar** aged 28 years is an Independent Director of our Company. He has more than 6 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

None of directors are having family relations with each other.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Gaurav Agarwal
Designation	Whole-time Director
Period	Five years with effect from 25 th January, 2014
Date of Appointment	25 th January, 2014
Remuneration	a) Remuneration Rs. 20,000/- p.m. (Rupees Twenty Thousand Only) a) Perquisites & Allowances <ul style="list-style-type: none"> • HRA & Transport allowances • Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the Company. • Other Perquisites & Allowances as per service rules of the Company, as applicable.
Remuneration paid in FY 31st March, 2013	Rs. Nil

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or

through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has four (4) Directors. We have one (1) executive non independent director, one (1) non-executive non independent director and two (2) independent non executive directors. The constitution of our Board is in compliance with the requirements of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Shareholders/Investors Grievance Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 11th February, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Virendra Kumar is the Chairman of the Audit Committee.

S.No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Virendra Kumar	Chairman	Independent Director
2.	Mr. Pradeep Kumar	Member	Independent Director
3.	Mr. Gaurav Agarwal	Member	Executive Non Independent Director

Role of Audit Committee

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

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. 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.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - (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 arising out of audit
 - (e) Compliance with listing and other legal requirements relating to financial statements
 - (f) Disclosure of any related party transactions
 - (g) Qualifications in the draft audit report.
9. Reviewing, with the management, the half-yearly financial statements before submission to the board for approval
 10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 12. 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.
 13. Discussion with internal auditors any significant findings and follow up there on.
 14. 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.
 15. 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.
 16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
 18. 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.
 19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("**Shareholders / Investors Grievance Committee**") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 11th February, 2014. The committee currently comprises of three (3) Directors. Mr. Pradeep Kumar is the Chairman of the Shareholders/ Investors Grievance committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Pradeep Kumar	Chairman	Independent Director
2.	Mr. Virendra Kumar	Member	Independent Director
3.	Mr. Ajit Kumar Tandon	Member	Non Executive Non Independent Director

Role of shareholders/investors grievance committee

The Shareholders / Investors Grievance Committee of our Board look into:

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

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

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors:

Name of Director	Number of Equity Shares	% of Paid up Share Capital
Mr. Gaurav Agarwal	110000	0.85
Mr. Ajit Kumar Tandon	-	-
Mr. Virendra Kumar	-	-
Mr. Pradeep Kumar	-	-
Total	110000	0.85

CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.

SCTION V - OUR PROMOTERS


OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Gaurav Agarwal
2. M/s Master Piece Infocom Private Limited

DETAILS OF OUR PROMOTERS ARE AS UNDER

1. Mr. Gaurav Agarwal

	Mr. Gaurav Agarwal - Aged 35, is a Whole Time Director of the Company. He has done his Master in commerce. He has more than 10 years of experience in leadership positions in the finance domain. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed
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Identification

Name	Mr. Gaurav Agarwal
Permanent Account Number	AHOPA2191F
Passport No.	N.A.
Voter ID	N.A.
Driving License	N.A.
Bank Account Details	Allahabad Bank (21318308033)

2. M/s. Master Piece Infocom Private Limited

M/s. Master Piece Infocom Private Limited Company was incorporated on 23rd July, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. The Registered office of the Company is situated at S-561, Bhagwati Business Centre, 122, School Block, Shakarpur, Delhi-110092.

The main Business of the Company as providing IT related services, E-business and all other related aspects and designing, preparing, creating, developing of webpage, internet, audio, visual, interactive/non interactive CD Rom etc.

M/s. Master Piece Infocom Private Limited has been promoted by Mr. Deepak Parasar Sharma & Mr. Arun Kumar Gupta. However in 7th March, 2013 Mr. Gaurav Agarwal acquired 74.12% of control of Master Piece Infocom Private Limited and became promoter of Master Piece Infocom Private Limited.

Master Piece Infocom Private Limited holds 32,68,000 Equity Shares of our Company, which constitutes 25.14 % of Total Capital.

Board Of Directors of Master Piece Infocom Private Limited as on the date of this Information Memorandum is as follows:

- Mr. Amit Kumar Saxena
- Mr. Mukesh Kumar

Shareholding Pattern:

As on date of filing, the shareholding pattern of Master Piece Infocom Private Limited as follows:-

Sr. No.	Name of Shareholder	No. of shares
1	Mr. Gaurav Agarwal	84500
2	Glamour Steels Private Limited	29500
	TOTAL	114000

Audited Financial Information of Master Piece Infocom Private Limited

(Rs. In Lacs)

Particulars	FY 2013	FY 2012	FY 2011
Equity Share Capital	11.40	11.40	11.40
Reserves & Surplus	196.47	197.60	197.60
Less : Miscellaneous Expenditures not written off	-	-	0.66
Net Worth	207.87	209.00	208.34
Revenue	-	-	-
Profit / (Loss) after Tax	(0.40)	-	-

SECTION VI - RELATED PARTY TRANSACTIONS

Transaction with related party as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

I. List of Related Parties

31.03.2013	31.03.2012	31.03.2011
Party Where Control Exists		
-	-	-
-	-	-
Other Parties Where Transaction have taken place		
Group Companies		
Key Managerial Persons		
Amit Kumar Saxena	Amit Kumar Saxena	Deepak Prasad Sharma
Mukesh Kumar	Mukesh Kumar	Indrani Kumar Gupta
Relatives of Key Managerial Persons		
-	-	-

II. Details of Transactions with Related party:

No transactions has been entered with any related parties during the preceding three fiscal years except the allotment of Master Piece Infocom Private Limited On below mentioned dates:

Date of Allotment	No. of Shares	Price per Share
31.10.2008	40500	10

SECTION VII: OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.

I. CASES FILED BY OUR COMPANY

Civil Cases

There are no civil proceedings filed by our Company.

Criminal Cases

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

IV. LITIGATIONS INVOLVING OUR PROMOTER

(i) Proceedings of Civil nature

(a) By the promoters

NIL

(b) Against the promoters

NIL

(ii) Proceedings of a Criminal nature-

(a) By the promoters

NIL

(b) Against the promoters

NIL

V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

(i) Proceedings of Civil nature

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

(ii) Proceedings of a Criminal nature-

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

VI. LITIGATIONS INVOLVING OUR GROUP COMPANIES

(i) Proceedings of Civil nature

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

(ii) Proceedings of a Criminal nature-

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

SECTION VIII

DECLARATION

All 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 regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum 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 the rules made thereunder or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

SIGNED BY ALL THE DIRECTORS

Mr. Gaurav Agarwal

Mr. Ajit Kumar Tandon

Mr. Virendra Kumar

Mr. Pradeep Kumar

SIGNED BY THE COMPANY SECRETARY

Ms. Firdos Khan

SIGNED BY THE FINANCE MANAGER

Mr. Vikas Kumar

Date: 06.03.2014

Place: Delhi